

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

June 30, 1998

OFFICE OF
MANAGING DIRECTOR

Jennifer P. Brovey, Esquire
Skadden, Arps, Slate, Meagher
& Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

RECEIVED
OCT - 8 1998
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Fee Control # 9711198310053002
File No. 00436CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS4, Inc. (GWI 4) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS4, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 4 filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. You state that as a result of its filing with the Bankruptcy Court and by operation of law, GWI 4 is transacting business as a debtor-in-possession. Thus, GWI 4 filed its application for involuntary pro forma assignment of its C block authorization.

Section 1.1117 of the Commission's rules, 47 C.F.R. § 1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, 2 FCC Rcd 3558, 3572-73 (1990). Section 1.1117 further requires that an applicant seeking waiver of the filing fee requirement include the applicable fees with its waiver request, and also provides that the fee will be returned if the waiver is granted. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1989, 5 FCC Rcd 3558, 3572-73 (1990).

We find that GWI 4's filing of the petition for bankruptcy and status as a debtor-in-possession demonstrate good cause for waiver of the filing fees associated with its application for involuntary assignment. Cf. Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, 10 FCC Rcd 12759, 12762 (1995) (finding evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiver of regulatory fees).

Jennifer P. Brovey

2.

Accordingly, your request is granted. A check, made payable to the maker of the original check and drawn in the amount of \$45.00, will be sent to you at the earliest practicable time. If you have any questions concerning this refund, please contact the Chief, Fee Section, at (202) 418-1995.

Sincerely,

A handwritten signature in black ink, appearing to read 'THM', with a long horizontal flourish extending to the right.

Thomas M. Holleran
Acting Associate Managing
Director - Financial Operations

Payment Transactions Detail Report

BY: FEE CONTROL NUMBER

Fee Control Number	Payor Name	Account Number	Received Date
9711198310053002	SKADDEN ARPS SLATE MEAGHER & F 1440 NEW YORK AVENUE	FCC2087957	11/18/97

WASHINGTON DC 20005

Payment Amount	Current Balance	Seq Num	Payment Type Code	Quantity	Callsign Other Id	Applicant Name	Applicant Zip	Bad Check	Detail Amount	Trans Code	Payment Type
\$45.00	\$45.00	1	PATM	1	KNLF564	GWI PCS4 INC	75231		\$45.00	1	PMT
Total									\$45.00		

9711198310053002

ORIGINAL

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000

FAX: (202) 393-5760

DIRECT DIAL
(202) 371-7053

DIRECT FAX
(202) 371-7996

FIRM/AFFILIATE OFFICES

BOSTON
CHICAGO
HOUSTON
LOS ANGELES
NEWARK
NEW YORK
SAN FRANCISCO
WILMINGTON

BEIJING
BRUSSELS
FRANKFURT
HONG KONG
LONDON
MOSCOW
PARIS
SINGAPORE
SYDNEY
TOKYO
TORONTO

January 8, 1998

Via Hand Delivery

Andrew S. Fishel, Managing Director
Office of Managing Director
Federal Communications Commission
1919 M Street, N.W. Room 852
Washington, D.C. 20554

RECEIVED

JAN - 8 1998

Federal Communications Commission
Office of Secretary

Re: GWI PCS4, Inc.
File No. 00436CWL96
Request for Refund

Dear Mr. Fishel:

GW I PCS4, Inc., by counsel, hereby requests a refund in the amount of \$45 for the fee it submitted on November 18, 1997 in connection with its application for the involuntary *pro forma* assignment of its PCS C block authorization from GW I PCS4, Inc. to GW I PCS4, Inc. Debtor-in-Possession. It has been brought to GW I PCS4, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GW I PCS4, Inc. respectfully requests a refund. We have enclosed a copy of the above-referenced application, including a copy of the FCC Form 159 filed therewith. Please make the refund payable to General Wireless, Inc.

Sincerely,

Jennifer P. Brovey

Jennifer P. Brovey
Counsel for GW I PCS4, Inc.

Enclosures

COPY

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000
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(202) 371-7288
DIRECT FAX
(202) 371-7096

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FRANKFURT
HONG KONG
LONDON
MOSCOW
PARIS
SINGAPORE
SYDNEY
TOKYO
TORONTO

November 18, 1997

Via Hand Delivery

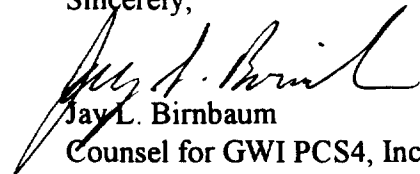
Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

Re: GWI PCS4, Inc., KNLF564
Market B389; Sacramento, CA BTA
Application for *Pro Forma*
Assignment of Authorization
Part 24 - Broadband PCS
File No. 00436CWL96

Dear Mr. Caton:

GW I PCS4, Inc., by counsel, hereby file an original hard copy and three (3) microfiche copies of an FCC Form 490, Application for Assignment of Authorization, under Part 24 of the FCC's rules. GW I PCS4, Inc. submits this application for the involuntary, *pro forma* assignment of its PCS C block license from GW I PCS4, Inc. to GW I PCS4, Inc. Debtor-in-Possession. If you have any questions, please contact the undersigned at (202) 371-7288.

Sincerely,


Jay L. Birnbaum
Counsel for GW I PCS4, Inc.

Enclosures

READ INSTRUCTIONS CAREFULLY

BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB

3060-0569

(1) LOCKBOX # 358310

PAGE NO 1 OF 1

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (If paying by credit card, enter name exactly as it appears on your card)

Skadden, Arps, Slate, Meagher & Flom

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 45.00

(4) STREET ADDRESS LINE NO. 1

1440 New York Avenue

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20005

(9) DAYTIME TELEPHONE NUMBER (Include area code)

(202) 371-7000

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 100-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

GWI PCS4, INC.

(12) STREET ADDRESS LINE NO. 1

8155 Walnut Hill Lane

(13) STREET ADDRESS LINE NO. 2

Suite 600

(14) CITY

Dallas

(15) STATE

TX

(16) ZIP CODE

75231

(17) DAYTIME TELEPHONE NUMBER (Include area code)

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 100-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

KNLF564

(20A) PAYMENT TYPE CODE (PTC)

P A T M 1

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 45.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 1 3 1 7 7 7 2 3 0

APPLICANT TIN

0 7 5 2 6 9 5 0 7 5

(25) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, Maureen R. Harrigan

(PRINT NAME)

Certify under penalty of perjury that the foregoing and supporting information

are true and correct to the best of my knowledge, information and belief. SIGNATURE

Maureen R. Harrigan

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER

EXPIRATION DATE

MASTERCARD

16 digit account number grid

Month Year grid

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD

AUTHORIZED SIGNATURE

DATE

or the service(s) authorization(s) herein described

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 100-100714-007 (REVISED)

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3080-0318
Expires 10/31/97
Est. Avg. Burden Hours
Per Response: 3 Mins.

FCC Use Only
(File Number)

Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

RECEIVED

Commercial Mobile Radio Services
Rural Radiotelephone Service

JAN - 8 1998

FCC Use Only

Federal Communications Commission
FILING FED Office of Secretary

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
PATM	1	\$45.00	\$ 45.00	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor GWI PCS4, INC.		T2. Voice Telephone Number (214) 265-2550	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (214) 265-2570	
T5. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600			
T6. City Dallas		T7. State TX	T8. Zip Code 75231

T9. Name of Contact Representative (if other than Assignor or Transferor) Roger D. Linquist		T10. Voice Telephone Number (214) 265-2550	
T11. Firm or Company Name General Wireless, Inc.		T12. Fax Telephone Number (214) 265-2570	
T13. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600			
T14. City Dallas		T15. State TX	T16. Zip Code 75231

TYPE OF TRANSACTION

T17. This application requests (A) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O) <u>See Exhibit 1</u> <u>Sale or other transfer or assignment of stock</u> <u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is (I) <u>Voluntary</u> <u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (Y) <u>Yes</u> <u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (N) <u>Yes</u> <u>No</u>

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee Same as items T41 - T48		T34. Voice Telephone Number ()	
T35. Assumed Name Used for Doing Business (if any)		T36. Fax Telephone Number ()	
T37. Mailing Street Address or P.O. Box			
T38. City		T39. State	T40. Zip Code

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee GWI PCS4, Inc. as Debtor-in-Possession		T42. Voice Telephone Number (214) 265-2550	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (214) 265-2570	
T45. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600			
T46. City Dallas		T47. State TX	T48. Zip Code 75231

ALIEN OWNERSHIP

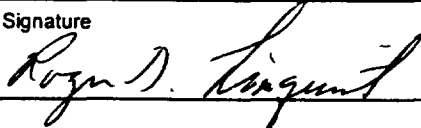
T49. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	Yes	No
T50. Is the assignee or transferee an alien or the representative of an alien?	(N)	Yes	No
T51. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	Yes	No
T52. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	Yes	No
T53. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N)	Yes	No

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

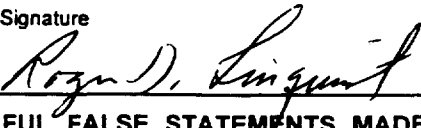
BASIC QUALIFICATIONS

T54. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) <u>Yes</u> <u>No</u>
T55. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> <u>No</u>
T56. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) <u>Yes</u> <u>No</u>
T57. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) <u>Yes</u> <u>No</u>
T58. Do the undersigned each certify (by responding "Y" to this question) that neither the assignor or transferor nor the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance? <small>• See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.</small>	(Y) <u>Yes</u> <u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.	
T59. Typed Name of Person Signing Roger D. Linquist	T60. Title President & Chief Executive Officer
T61. Signature 	T62. Date November 13, 1997

ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.	
T63. The assignee or transferee is a (an) (C) <u>Individual</u> <u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u>	
T64. Typed Name of Person Signing Roger D. Linquist	T65. Title President & Chief Executive Officer
T66. Signature 	T67. Date November 13, 1997
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

FCC Form 490
GWI PCS4, Inc.
Exhibit 1
Page 1 of 1

EXHIBIT 1

GWI PCS4, Inc., pursuant to 47 C.F.R. § 24.839, submits this application for the involuntary, pro forma assignment of its PCS C block license for Market B389-Sacramento BTA, Station KNLF564. On October 20, 1997, GWI PCS4, Inc. filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. *See* Case No. 97-39679-SAF-11, attached. As a result and by operation of law, GWI PCS4, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS4, Inc. requests that the Commission grant the application for the assignment of GWI PCS4, Inc.'s license from GWI PCS4, Inc. to GWI PCS4, Inc. Debtor-in-Possession.

Ownership information for GWI PCS4, Inc. is reflected in the attached FCC Form 430.

LICENSEE QUALIFICATION REPORT

INSTRUCTIONS:

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office GWI PCS4, Inc. 8144 Walnut Hill Lane, Suite 600 Dallas, Texas 75231	2. (Area Code) Telephone Number (214) 265-2550
4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):	3. If this report supersedes a previously filed report, specify its date N/A 5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware
6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee: Part 24: Personal Communications Services	

7(a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? If "YES", attach as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO								
(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or other means of unfair methods of competition? If "YES", attach as Exhibit II a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO								
(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal court? If "YES", attach as Exhibit III a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO								
(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to in Items 7(b) and 7(c)? If "YES", attach as Exhibit IV a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO								
8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by the Commission? If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.									
If Filer is an individual (sole proprietorship) or partnership, answer the following and Item 11:									
9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners: N/A	<table border="1"> <tr> <td data-bbox="924 1715 1317 1810"> (b) Is Individual or each member of a partnership a citizen of the United States? </td> <td data-bbox="1378 1747 1585 1779"> <input type="checkbox"/> YES <input type="checkbox"/> NO </td> </tr> <tr> <td colspan="2" data-bbox="1330 1789 1378 1821">N/A</td> </tr> <tr> <td data-bbox="924 1842 1317 1959"> (c) Is Individual or any member of a partnership a representative of an alien or of a foreign government? </td> <td data-bbox="1378 1874 1585 1906"> <input type="checkbox"/> YES <input type="checkbox"/> NO </td> </tr> <tr> <td colspan="2" data-bbox="1330 1949 1378 1981">N/A</td> </tr> </table>	(b) Is Individual or each member of a partnership a citizen of the United States?	<input type="checkbox"/> YES <input type="checkbox"/> NO	N/A		(c) Is Individual or any member of a partnership a representative of an alien or of a foreign government?	<input type="checkbox"/> YES <input type="checkbox"/> NO	N/A	
(b) Is Individual or each member of a partnership a citizen of the United States?	<input type="checkbox"/> YES <input type="checkbox"/> NO								
N/A									
(c) Is Individual or any member of a partnership a representative of an alien or of a foreign government?	<input type="checkbox"/> YES <input type="checkbox"/> NO								
N/A									

If Filer is a corporation, answer the following and Item 11:

- 10(a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries.

See Exhibit VI

- (b) List below, or attach as Exhibit VII the names and addresses of the officers and directors of the Filer.

See Exhibit VII

- (c) Is the Filer directly or indirectly controlled by any other corporation?

☒ YES ☐ NO

If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of those stockholders holding 10 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock held by each such stockholder; and (4) the names and addresses of the president and directors of the controlling corporation.

See Exhibit VIII

- (d) Is any officer or director of the Filer an alien?

☐ YES ☒ NO

- (e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representative(s) thereof, or by a corporation organized under the laws of a foreign country?

☐ YES ☒ NO

- (f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representative(s) thereof.

☐ YES ☒ NO

- (g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of the Filer's knowledge and belief, and are made in good faith. The undersigned, individually and for the Filer, certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

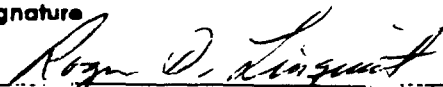
Filer (must correspond with that shown in Item 1)

GWI PCS4, Inc.

Typed or Printed Name

Roger D. Linguist

Signature



Title

President

Date

11/17/97

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED FORMS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a currently valid OMB control

FCC Form 430
GWI PCS4, Inc.
Exhibit VI
Page 1 of 1

Exhibit VI

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS4, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Exhibit VII

The officers and directors of GWI PCS4, Inc. are as follows:

Officers

Roger D. Linquist
President
6929 Vassar Ave.
Dallas, TX 75205

Dennis Spickler
Vice President of Finance
926 Turnberry Lane
Southlake, TX 76092

John R. Lister
Vice President/General Manager
Northern California Region
1208 Monterey Circle
Plano, TX 75075

Directors

Roger D. Linquist
6929 Vassar Ave.
Dallas, TX 75205

John R. Lister
1208 Monterey Circle
Plano, TX 75075

Albert S. Loverde
5316 Trowbridge Drive
Dunwoody, GA 30338

Dennis Spickler
926 Turnberry Lane
Southlake, TX 76092

Exhibit VIII

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS4, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Those stockholders owning of record and/or voting 10% or more of General Wireless, Inc.'s voting stock, as calculated on a fully diluted basis, are as follows:

Roger D. Linquist	C. Boyden Gray
6929 Vassar Ave.	1534 28 th St., N.W.
Dallas, TX 75205	Washington, DC 20007
U.S. Citizen	U.S. Citizen
35.94% voting stock	16.70% voting stock
14.99% nonvoting stock	2.80% nonvoting stock

The president and directors of General Wireless, Inc. are as follows:

Roger D. Linquist (president and director)	Robert G. Barrett
6929 Vassar Ave.	200 Portland Street
Dallas, TX 75205	Boston, MA 02114
Ralph M. Baruch	C. Boyden Gray
1775 Broadway	1534 28 th St. N.W.
New York, NY 10019	Washington, DC 20007
Joseph T. McCullen, Jr.	Arthur Patterson
One Liberty Square	One Palmer Square
Boston, MA 02109	Princeton, NJ 08542
John Sculley	
90 Park Avenue	
New York, NY 10016	

Form 1. VOLUNTARY PETITION

UNITED STATES BANKRUPTCY COURT		VOLUNTARY PETITION
NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION		
IN RE (NAME OF DEBTOR) - IF INDIVIDUAL, ENTER LAST, FIRST, MIDDLE GWI PCS 4, Inc.	NAME OF JOINT DEBTOR (SPOUSE) (LAST, FIRST, MIDDLE)	
ALL OTHER NAMES USED BY THE DEBTOR IN THE LAST 6 YEARS (INCLUDE MARRIED, MAIDEN, AND TRADE NAMES)	ALL OTHER NAMES USED BY THE JOINT DEBTOR IN THE LAST 6 YEARS (INCLUDE MARRIED, MAIDEN AND TRADE NAMES) 397-39679-RCM-11	
SOC. SEC. TAX I.D. NO. (IF MORE THAN ONE, STATE ALL) 75-2695075	SOC. SEC. TAX I.D. NO. (IF MORE THAN ONE, STATE ALL)	
STREET ADDRESS OF DEBTOR (NO. AND STREET, CITY, STATE, AND ZIP CODE) 8144 WALNUT HILL LANE, STE. 600 DALLAS, TEXAS 75231	STREET ADDRESS OF JOINT DEBTOR (NO. AND STREET, CITY, STATE, AND ZIP CODE)	
COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS DALLAS	COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS	
MAILING ADDRESS OF DEBTOR (IF DIFFERENT FROM STREET ADDRESS)	MAILING ADDRESS OF JOINT DEBTOR (IF DIFFERENT FROM STREET ADDRESS)	
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (IF DIFFERENT FROM ADDRESS LISTED ABOVE)	VENUE (CHECK ONE BOX) <input checked="" type="checkbox"/> DEBTOR HAS BEEN DOMICILED OR HAS HAD A RESIDENCE, PRINCIPAL PLACE OF BUSINESS, OR PRINCIPAL ASSETS IN THIS DISTRICT FOR 180 DAYS IMMEDIATELY PRECEDING THE DATE OF THIS PETITION OR FOR A LONGER PART OF SUCH 180 DAY THAN IN ANY OTHER DISTRICT. <input type="checkbox"/> THERE IS A BANKRUPTCY CASE CONCERNING DEBTOR'S AFFILIATE, GENERAL PARTNER OR PARTNERSHIP PENDING IN THIS DISTRICT.	
INFORMATION REGARDING DEBTOR (CHECK APPLICABLE BOXES)		
TYPE OF DEBTOR <input type="checkbox"/> INDIVIDUAL <input type="checkbox"/> JOINT (HUSBAND & WIFE) <input type="checkbox"/> PARTNERSHIP <input type="checkbox"/> OTHER NATURE OF DEBT <input type="checkbox"/> NON-BUSINESS/CONSUMER <input checked="" type="checkbox"/> BUSINESS-COMplete A & B Below A. TYPE OF BUSINESS (CHECK ONE) <input type="checkbox"/> FARMING <input type="checkbox"/> PROFESSIONAL <input type="checkbox"/> RETAIL/WHOLESALE <input type="checkbox"/> RAILROAD <input type="checkbox"/> TRANSPORTATION <input type="checkbox"/> MANUFACTURING/ MINING <input type="checkbox"/> STOCKBROKER <input type="checkbox"/> COMMODITY BROKER <input type="checkbox"/> CONSTRUCTION <input type="checkbox"/> REAL ESTATE <input checked="" type="checkbox"/> OTHER BUSINESS B. BRIEFLY DESCRIBE NATURE OF BUSINESS WIRELESS COMMUNICATIONS	CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE PETITION IS FILED (CHECK ONE BOX) <input type="checkbox"/> CHAPTER 7 <input type="checkbox"/> CHAPTER 9 <input checked="" type="checkbox"/> CHAPTER 11 <input type="checkbox"/> CHAPTER 12 <input type="checkbox"/> CHAPTER 13 <input type="checkbox"/> SEC. 304 - CASE ANCILLARY TO FOREIGN PROCESSING FILING FEE (CHECK ONE BOX) <input checked="" type="checkbox"/> FILING FEE ATTACHED <input type="checkbox"/> FILING FEE TO BE PAID IN INSTALLMENTS (APPLICABLE TO INDIVIDUALS ONLY) - MUST ATTACH SIGNED APPLICATION FOR THE COURT'S CONSIDERATION CERTIFYING THAT THE DEBTOR IS UNABLE TO PAY FEE EXCEPT IN INSTALLMENTS - RULE 1006(b). SEE OFFICIAL FORM NO. 3 NAME AND ADDRESS OF LAW FIRM OR ATTORNEY ANDREWS & KURTH L.L.P. 1717 MAIN STREET, STE. 3700, DALLAS, TX 75201 TELEPHONE NO. 214-659-4400 NAME(S) OF ATTORNEY(S) DESIGNATED TO REPRESENT DEBTOR (PRINT OR TYPE NAME) DEBORAH L. SCHRIER-RAPE <input type="checkbox"/> DEBTOR IS NOT REPRESENTED BY AN ATTORNEY	
STATISTICAL/ADMINISTRATIVE INFORMATION (U.S.C. § 604) (Estimates only) (Check applicable boxes)		
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		
ESTIMATED NUMBER OF CREDITORS:		
1-15 <input checked="" type="checkbox"/>	16-49 <input type="checkbox"/>	50-99 <input type="checkbox"/>
100-199 <input type="checkbox"/>	200-999 <input type="checkbox"/>	1000-Over <input type="checkbox"/>
ESTIMATED ASSETS (In thousands of dollars)		
Under 50 <input type="checkbox"/>	50-99 <input type="checkbox"/>	100-499 <input type="checkbox"/>
500-999 <input type="checkbox"/>	1000-9999 <input type="checkbox"/>	10,000-99,999 <input type="checkbox"/>
100,000 over <input type="checkbox"/>		
ESTIMATED LIABILITIES (In thousands of dollars)		
Under 50 <input type="checkbox"/>	50-99 <input type="checkbox"/>	100-499 <input type="checkbox"/>
500-999 <input type="checkbox"/>	1000-9999 <input type="checkbox"/>	10,000-99,999 <input type="checkbox"/>
100,000 over <input type="checkbox"/>		
EST. NO. OF EMPLOYEES - CH. 11 & 12 ONLY		
0 <input checked="" type="checkbox"/>	1-19 <input type="checkbox"/>	20-99 <input type="checkbox"/>
100-199 <input type="checkbox"/>	1000-over <input type="checkbox"/>	
EST. NO. OF EQUITY SECURITY HOLDERS - CH. 11 & 12 ONLY		
0 <input type="checkbox"/>	1-19 <input checked="" type="checkbox"/>	20-99 <input type="checkbox"/>
100-999 <input type="checkbox"/>	500-over <input type="checkbox"/>	

Name of Debtor GWI PCS 4, Inc

Case No. _____

For Chapter 9, 11, 12 and 13 cases only.
Check appropriate box.

FILING OF PLAN

☐ A copy of debtor's proposed plan
dated _____ is attached.☒ Debtor intends to file a plan within the time
allowed by statute, rule of order of the court.

PRIOR BANKRUPTCY CASE FILED WITHIN LAST 6 YEARS (If more than one, attach additional sheet.)

Location Where Filed

Case Number

Date Filed

PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER, OR AFFILIATE OF THE DEBTOR (If more than one, attach additional sheet.)

Name of Debtor

Case Number

Date

Relationship

District

Judge

REQUEST FOR RELIEF

Debtor requests relief in accordance with the chapter of title 11, United States Code specified in this petition.

SIGNATURES

ATTORNEY

Signature

Date

10/20/97

INDIVIDUAL JOINT DEBTOR(S)

I declare under penalty of perjury that the information
provided in this petition is true and correct.

Signature of Debtor

Date

Signature of Joint Debtor

Date

CORPORATE OR PARTNERSHIP DEBTOR

I declare under penalty of perjury that the information
provided in this petition is true and correct and that the
filing of this petition on behalf of the debtor has been
authorized.

Signature of Authorized Individual

Roger Linquist

Print or Type Name of Authorized Individual

President and CEO

Title of Individual Authorized by Debtor to File this Petition

Date

10/20/97

EXHIBIT "A" (To be completed if debtor is a corporation, requesting relief under Chapter 11.)
() Exhibit "A" is attached and made a part of this petition.

TO BE COMPLETED BY INDIVIDUAL CHAPTER 7 DEBTOR WITH PRIMARILY CONSUMER DEBTS (See P.L. 98-353 § 322)

I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under such chapter, and choose to proceed under chapter 7 of such title.
If I am represented by an attorney, Exhibit B has been completed.

Signature of Debtor _____ Date _____

Signature of Joint Debtor _____ Date _____

EXHIBIT "B" (To be completed by attorney for individual chapter 7 debtor(s) with primarily consumer debts.)

I, the attorney for the debtor(s) named in the foregoing petition, declare that I have informed the debtor(s) that (he, she or they) may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under such chapter.

Signature of Attorney _____ Date _____

EXHIBIT "A"

[If debtor is a corporation filing under chapter 11 of the Code, this Exhibit "A" shall be completed and attached to the petition.]

[CAPTION]

EXHIBIT "A" TO VOLUNTARY PETITION

1. Debtor's employer identification number is 75-2695075.
2. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is N/A.
3. The following financial data is the latest available information and refers to debtor's condition on September 30, 1997.

a. Total assets		\$ Unknown
b. Total liabilities		\$ 167,046,903.36

	Approximate number of holders	
Fixed, liquidated secured debt	_____	\$ _____
Contingent secured debt	_____	\$ _____
Disputed secured claims	1	\$ 102,246,773.36
Unliquidated secured debt	_____	\$ _____

	Approximate number of holders	
Fixed, liquidated unsecured debt	15	\$ 10,883,641.00 +
Contingent unsecured debt	_____	\$ _____
Disputed unsecured claims	7	\$ 53,916,489.00
Unliquidated unsecured debt	_____	\$ _____
Number of shares of preferred stock	N/A	
Number of shares of common stock	100	

Comments, if any:

4. Brief description of debtor's business: Wireless Communications

Exhibit "A" Cont'd.

5. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 20% or more of the voting securities of debtor:

GWI PCS California/Florida, Inc.

6. List the names of all corporations 20% or more of the outstanding voting securities of which are directly or indirectly owned, controlled, or held, with power to vote, by debtor:

None

Affiliated Companies

GWIPCS 1, Inc.

GWIPCS 2, Inc.

GWIPCS 3, Inc

GWIPCS 4, Inc.

GWIPCS 5, Inc.

GWIPCS 6, Inc.

GWIPCS 7, Inc.

GWIPCS 8, Inc.

GWIPCS 9, Inc.

GWIPCS 10, Inc

GWIPCS 11, Inc.

GWIPCS 12, Inc.

GWIPCS 13, Inc.

GWIPCS 14, Inc.

**RESOLUTIONS OF THE BOARD OF
DIRECTORS OF GWI PCS 4, INC.**

The Board of Directors of the Corporation at a meeting duly called and held on the 17th day of October, 1997, made the following resolutions which were adopted after full discussion by the Board of Directors on the matters to which the resolution applies:

"RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of this Corporation, its creditors, stockholders and other interested parties, that a restructuring be pursued and that in the event the President deems it appropriate to further the Corporation's restructuring, it is authorized that a petition be filed by this Corporation seeking relief under the provisions of Chapter 11, title 11 of the United States Code (the "Bankruptcy Code"); and it is

FURTHER RESOLVED, that the President, any Vice President and the Treasurer of the Corporation (the "Corporation's officers"), are hereby severally authorized and directed, on behalf of and in the name of the Corporation, to execute and verify such petition and all other documents associated therewith and cause the same to be filed, and to take such other action as is appropriate or necessary to seek relief under Chapter 11 of the Bankruptcy Code, and that the execution and verification of the petition is hereby ratified and adopted; and it is

FURTHER RESOLVED, that the Corporation's officers be, and each hereby is, authorized and empowered in the name and on behalf of the Corporation to retain and employ all assistance by legal counsel and other experts, including, but not limited to, Andrews & Kurth, L.L.P. as the Corporation's officers deem necessary and proper to secure for the benefit of the Corporation any and all relief to which it may be entitled under Chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the President, and any other officer of the Corporation be, and they are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further documents, petitions or instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions."

151
Roger D. Linquist
Chairman of the Board

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

June 30, 1998

OFFICE OF
MANAGING DIRECTOR

Jennifer P. Brovey, Esquire
Skadden, Arps, Slate, Meagher
& Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

RECEIVED

OCT - 8 1998

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Fee Control # 9711198310053003
File No. 00455 CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS5, Inc. (GWI 5) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS5, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 5 filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. You state that as a result of its filing with the Bankruptcy Court and by operation of law, GWI 5 is transacting business as a debtor-in-possession. Thus, GWI 5 filed its application for involuntary pro forma assignment of its C block authorization.

Section 1.1117 of the Commission's rules, 47 C.F.R. § 1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, 2 FCC Rcd 3558, 3572-73 (1990). Section 1.1117 further requires that an applicant seeking waiver of the filing fee requirement include the applicable fees with its waiver request, and also provides that the fee will be returned if the waiver is granted. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1989, 5 FCC Rcd 3558, 3572-73 (1990).

We find that GWI 5's filing of the petition for bankruptcy and status as a debtor-in-possession demonstrate good cause for waiver of the filing fees associated with its application for involuntary assignment. Cf. Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, 10 FCC Rcd 12759, 12762 (1995) (finding evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiver of regulatory fees).

Jennifer P. Brovey, Esquire

2.

Accordingly, your request is granted. A check, made payable to the maker of the original check and drawn in the amount of \$45.00, will be sent to you at the earliest practicable time. If you have any questions concerning this refund, please contact the Chief, Fee Section, at (202) 418-1995.

Sincerely,

A handwritten signature in black ink, appearing to read 'THOL', with a long horizontal flourish extending to the right.

Thomas M. Holleran
Acting Associate Managing
Director - Financial Operations

BY: FEE CONTROL NUMBER

Fee Control Number	Payor Name	Account Number	Received Date
9711198310053003	SKADDEN ARPS SLATE MEAGHER & F 1440 NEW YORK AVENUE WASHINGTON DC 20005	FCC2087957	11/18/97

Payment Amount	Current Balance	Seq Num	Payment Type Code	Quantity	Callsign Other Id	Applicant Name	Applicant Zip	Bad Check	Detail Amount	Trans Code	Payment Type
\$45.00	\$45.00	1	PATM	1	KNLF567	GWJ PCS5 INC	75231		\$45.00	1	PMT
Total									\$45.00		

9711198310053003

ORIGINAL

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000

FAX: (202) 393-5760

DIRECT DIAL
(202) 371-7053

DIRECT FAX
(202) 371-7996

FIRM/AFFILIATE OFFICES

BOSTON
CHICAGO
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LOS ANGELES
NEWARK
NEW YORK
SAN FRANCISCO
WILMINGTON

BEIJING
BRUSSELS
FRANKFURT
HONG KONG
LONDON
MOSCOW
PARIS
SINGAPORE
SYDNEY
TOKYO
TORONTO

January 8, 1998

Via Hand Delivery

Andrew S. Fishel, Managing Director
Office of Managing Director
Federal Communications Commission
1919 M Street, N.W. Room 852
Washington, D.C. 20554

RECEIVED

JAN - 8 1998

Federal Communications Commission
Office of Secretary

Re: GWI PCS5, Inc.
File No. 00455CWL96
Request for Refund

Dear Mr. Fishel:

GWPCS5, Inc., by counsel, hereby requests a refund in the amount of \$45 for the fee it submitted on November 18, 1997 in connection with its application for the involuntary *pro forma* assignment of its PCS C block authorization from GWPCS5, Inc. to GWPCS5, Inc. Debtor-in-Possession. It has been brought to GWPCS5, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GWPCS5, Inc. respectfully requests a refund. We have enclosed a copy of the above-referenced application, including a copy of the FCC Form 159 filed therewith. Please make the refund payable to General Wireless, Inc.

Sincerely,

Jennifer P. Brovey

Jennifer P. Brovey
Counsel for GWPCS5, Inc.

Enclosures

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000

FAX: (202) 393-5760

DIRECT DIAL
(202) 371-7288DIRECT FAX
(202) 371-7096

FIRM/AFFILIATE OFFICES

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TOKYO
TORONTO

November 18, 1997

Via Hand Delivery

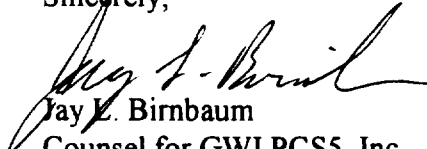
Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

Re: GWI PCS5, Inc., KNLF567
Market B434; Stockton, CA BTA
Application for *Pro Forma*
Assignment of Authorization
Part 24 - Broadband PCS
File No. 00455CWL96

Dear Mr. Caton:

GW I PCS5, Inc., by counsel, hereby file an original hard copy and three (3) microfiche copies of an FCC Form 490, Application for Assignment of Authorization, under Part 24 of the FCC's rules. GW I PCS5, Inc. submits this application for the involuntary, *pro forma* assignment of its PCS C block license from GW I PCS5, Inc. to GW I PCS5, Inc. Debtor-in-Possession. If you have any questions, please contact the undersigned at (202) 371-7288.

Sincerely,



Jay L. Birnbaum
Counsel for GW I PCS5, Inc.

Enclosures

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING		FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE		APPROVED BY OMB 3060-0589	
(1) LOCKBOX # 358310		PAGE NO 1 OF 1		SPECIAL USE FOR USE ONLY	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) Skadden, Arps, Slate, Meagher & Flom				(3) TOTAL AMOUNT PAID (dollars and cents) \$ 45.00	
(4) STREET ADDRESS LINE NO. 1 1440 New York Avenue					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY Washington		(7) STATE DC		(8) ZIP CODE 20005	
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 371-7000		(10) COUNTRY CODE (if not in U.S.A.)			
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 100-C)					
SECTION B - APPLICANT INFORMATION					
(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) GWI PCS5, INC.					
(12) STREET ADDRESS LINE NO. 1 8155 Walnut Hill Lane					
(13) STREET ADDRESS LINE NO. 2 Suite 600					
(14) CITY Dallas		(15) STATE TX		(16) ZIP CODE 75231	
(17) DAYTIME TELEPHONE NUMBER (include area code)		(18) COUNTRY CODE (if not in U.S.A.)			
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 100-C)					
SECTION C - PAYMENT INFORMATION					
(19A) FCC CALL SIGN/OTHER ID KNLF567		(20A) PAYMENT TYPE CODE (PTC) P A T M 1		(21A) QUANTITY 1	
(23A) FCC CODE 1		(24A) FCC CODE 2		(22A) FEE DUE FOR (PTC) IN BLOCK 20A \$ 45.00	
(19B) FCC CALL SIGN/OTHER ID		(20B) PAYMENT TYPE CODE (PTC)		(21B) QUANTITY	
(23B) FCC CODE 1		(24B) FCC CODE 2		(22B) FEE DUE FOR (PTC) IN BLOCK 21B \$	
(19C) FCC CALL SIGN/OTHER ID		(20C) PAYMENT TYPE CODE (PTC)		(21C) QUANTITY	
(23C) FCC CODE 1		(24C) FCC CODE 2		(22C) FEE DUE FOR (PTC) IN BLOCK 21C \$	
(19D) FCC CALL SIGN/OTHER ID		(20D) PAYMENT TYPE CODE (PTC)		(21D) QUANTITY	
(23D) FCC CODE 1		(24D) FCC CODE 2		(22D) FEE DUE FOR (PTC) IN BLOCK 21D \$	
SECTION D - TAXPAYER INFORMATION (REQUIRED)					
(25) PAYER TIN 0131777230		(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2 APPLICANT TIN 0752695077			
SECTION E - CERTIFICATION					
(27) CERTIFICATION STATEMENT I, Maureen R. Harrigan, Certify under penalty of perjury that the foregoing and supporting information (PRINT NAME) are true and correct to the best of my knowledge, information and belief. SIGNATURE <i>Maureen R. Harrigan</i>					
SECTION F - CREDIT CARD PAYMENT INFORMATION					
(28) MASTERCARD/VISA ACCOUNT NUMBER		EXPIRATION DATE			
MASTERCARD		MONTH YEAR			
VISA		AUTHORIZED SIGNATURE DATE			
I hereby authorize the FCC to charge my VISA or MASTERCARD for the services/subscriptions herein described.					

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0318
Expires 10/31/97
Est. Avg. Burden Hours
Per Response: 3 hrs

FCC Use Only
(File Number)

**Application for Assignment of Authorization
or Consent to Transfer of Control of License**

RECEIVED

Commercial Mobile Radio Services
Rural Radiotelephone Service

JAN - 8 1998

FCC Use Only

Federal Communications Commission
FILING FEE Office of Secretary

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
PATM	1	\$45.00	\$ 45.00	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor GWI PCS5, INC.		T2. Voice Telephone Number (214) 265-2550	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (214) 265-2570	
T5. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600			
T6. City Dallas		T7. State TX	T8. Zip Code 75231
T9. Name of Contact Representative (if other than Assignor or Transferor) Roger D. Linquist		T10. Voice Telephone Number (214) 265-2550	
T11. Firm or Company Name General Wireless, Inc.		T12. Fax Telephone Number (214) 265-2570	
T13. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600			
T14. City Dallas		T15. State TX	T16. Zip Code 75231

TYPE OF TRANSACTION

T17. This application requests (A) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O) <u>See Exhibit I</u> <u>Sale or other transfer or assignment of stock</u> <u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is (I) <u>Voluntary</u> <u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (Y) <u>Yes</u> <u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (N) <u>Yes</u> <u>No</u>

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee Same as items T41 - T48		T34. Voice Telephone Number ()	
T35. Assumed Name Used for Doing Business (if any)		T36. Fax Telephone Number ()	
T37. Mailing Street Address or P.O. Box			
T38. City		T39. State	T40. Zip Code

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee GWI PCS5, Inc. as Debtor-in-Possession		T42. Voice Telephone Number (214) 265-2550	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (214) 265-2570	
T45. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600			
T46. City Dallas		T47. State TX	T48. Zip Code 75231

ALIEN OWNERSHIP

T49. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T50. Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Yes</u>	<u>No</u>
T51. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T52. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Yes</u>	<u>No</u>
T53. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N)	<u>Yes</u>	<u>No</u>

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T54. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	Yes	No
T55. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	Yes	No
T56. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	Yes	No
T57. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	Yes	No
T58. Do the undersigned each certify (by responding "Y" to this question) that neither the assignor or transferor nor the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance? <small>• See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.</small>	(Y)	Yes	No

ASSIGNOR OR TRANSFEROR CERTIFICATION

<p>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</p>	
T59. Typed Name of Person Signing <div style="text-align: center;">Roger D. Linqvist</div>	T60. Title <div style="text-align: center;">President & Chief Executive Officer</div>
T61. Signature 	T62. Date <div style="text-align: center;">November 13, 1997</div>

ASSIGNEE OR TRANSFeree CERTIFICATION

<p>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</p>	
T63. The assignee or transferee is a (an) (C) Individual Unincorporated Association Partnership Corporation	
T64. Typed Name of Person Signing <div style="text-align: center;">Roger D. Linqvist</div>	T65. Title <div style="text-align: center;">President & Chief Executive Officer</div>
T66. Signature 	T67. Date <div style="text-align: center;">November 13, 1997</div>
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

EXHIBIT 1

GWI PCS5, Inc., pursuant to 47 C.F.R. § 24.839, submits this application for the involuntary, pro forma assignment of its PCS C block license for Market B434-Stockton BTA, Station KNLF567. On October 20, 1997, GWI PCS5, Inc. filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. *See* Case No. 97-39680-SAF-11, attached. As a result and by operation of law, GWI PCS5, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS5, Inc. requests that the Commission grant the application for the assignment of GWI PCS5, Inc.'s license from GWI PCS5, Inc. to GWI PCS5, Inc. Debtor-in-Possession.

Ownership information for GWI PCS5, Inc. is reflected in the attached FCC Form 430.

LICENSEE QUALIFICATION REPORT**INSTRUCTIONS:**

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office GWI PCS5, Inc. 8144 Walnut Hill Lane, Suite 600 Dallas, Texas 75231	2. (Area Code) Telephone Number (214) 265-2550 3. If this report supersedes a previously filed report, specify its date N/A
4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):	5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware

- 6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee:**

Part 24: Personal Communications Services

7(a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? If "YES", attach as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or other means of unfair methods of competition? If "YES", attach as Exhibit II a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal court? If "YES", attach as Exhibit III a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to in Items 7(b) and 7(c)? If "YES", attach as Exhibit IV a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by the Commission? If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.	

If Filer is an individual (sole proprietorship) or partnership, answer the following and Item 11:

9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners: N/A	<table border="1"> <tr> <td data-bbox="893 1691 1364 1808"> (b) Is individual or each member of a partnership a citizen of the United States? </td> <td data-bbox="1364 1691 1611 1808"> <input type="checkbox"/> YES <input type="checkbox"/> NO N/A </td> </tr> <tr> <td data-bbox="893 1808 1364 1972"> (c) Is individual or any member of a partnership a representative of an alien or of a foreign government? </td> <td data-bbox="1364 1808 1611 1972"> <input type="checkbox"/> YES <input type="checkbox"/> NO N/A </td> </tr> </table>	(b) Is individual or each member of a partnership a citizen of the United States?	<input type="checkbox"/> YES <input type="checkbox"/> NO N/A	(c) Is individual or any member of a partnership a representative of an alien or of a foreign government?	<input type="checkbox"/> YES <input type="checkbox"/> NO N/A
(b) Is individual or each member of a partnership a citizen of the United States?	<input type="checkbox"/> YES <input type="checkbox"/> NO N/A				
(c) Is individual or any member of a partnership a representative of an alien or of a foreign government?	<input type="checkbox"/> YES <input type="checkbox"/> NO N/A				

If Filer is a corporation, answer the following and Item 11:

- 10(a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries.

See Exhibit VI

- (b) List below, or attach as Exhibit VII the names and addresses of the officers and directors of the Filer.

See Exhibit VII

- (c) Is the Filer directly or indirectly controlled by any other corporation?

☒ YES ☐ NO

If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of those stockholders holding 10 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock held by each such stockholder; and (4) the names and addresses of the president and directors of the controlling corporation.

See Exhibit VIII

- (d) Is any officer or director of the Filer an alien?

☐ YES ☒ NO

- (e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representative(s) thereof, or by a corporation organized under the laws of a foreign country?

☐ YES ☒ NO

- (f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representative(s) thereof.

☐ YES ☒ NO

- (g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of the Filer's knowledge and belief, and are made in good faith. The undersigned, individually and for the Filer, certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).


Filer (must correspond with that shown in Item 1)

GWI PCS5, Inc.

Typed or Printed Name

Roger D. Linquist

Signature



Title

President

Date

11/17/97

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED FORMS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a currently valid OMB control

FCC Form 430
GWI PCS5, Inc.
Exhibit VI
Page 1 of 1

Exhibit VI

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS5, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Exhibit VII

The officers and directors of GWI PCS5, Inc. are as follows:

Officers

Roger D. Linquist
President
6929 Vassar Ave.
Dallas, TX 75205

Dennis Spickler
Vice President of Finance
926 Turnberry Lane
Southlake, TX 76092

John R. Lister
Vice President/General Manager
Northern California Region
1208 Monterey Circle
Plano, TX 75075

Directors

Roger D. Linquist
6929 Vassar Ave.
Dallas, TX 75205

John R. Lister
1208 Monterey Circle
Plano, TX 75075

Albert S. Loverde
5316 Trowbridge Drive
Dunwoody, GA 30338

Dennis Spickler
926 Turnberry Lane
Southlake, TX 76092

Exhibit VIII

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS5, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Those stockholders owning of record and/or voting 10% or more of General Wireless, Inc.'s voting stock, as calculated on a fully diluted basis, are as follows:

Roger D. Linquist 6929 Vassar Ave. Dallas, TX 75205 U.S. Citizen 35.94% voting stock 14.99% nonvoting stock	C. Boyden Gray 1534 28 th St., N.W. Washington, DC 20007 U.S. Citizen 16.70% voting stock 2.80% nonvoting stock
--	---

The president and directors of General Wireless, Inc. are as follows:

Roger D. Linquist (president and director) 6929 Vassar Ave. Dallas, TX 75205	Robert G. Barrett 200 Portland Street Boston, MA 02114
Ralph M. Baruch 1775 Broadway New York, NY 10019	C. Boyden Gray 1534 28 th St. N.W. Washington, DC 20007
Joseph T. McCullen, Jr. One Liberty Square Boston, MA 02109	Arthur Patterson One Palmer Square Princeton, NJ 08542
John Sculley 90 Park Avenue New York, NY 10016	

Form 1. VOLUNTARY PETITION

UNITED STATES BANKRUPTCY COURT		VOLUNTARY PETITION
NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION		
IN RE (NAME OF DEBTOR) - IF INDIVIDUAL, ENTER LAST, FIRST, MIDDLE GWI PCS5, INC.	NAME OF JOINT DEBTOR (SPOUSE) (LAST, FIRST, MIDDLE)	
ALL OTHER NAMES USED BY THE DEBTOR IN THE LAST 6 YEARS (INCLUDE MARRIED, MAIDEN, AND TRADE NAMES)	ALL OTHER NAMES USED BY THE JOINT DEBTOR IN THE LAST 6 YEARS (INCLUDE MARRIED, MAIDEN AND TRADE NAMES)	
		397-39680-HCA-11
SOC. SEC. TAX I.D. NO. (IF MORE THAN ONE, STATE ALL) 75-2695077	SOC. SEC. TAX I.D. NO. (IF MORE THAN ONE, STATE ALL)	
STREET ADDRESS OF DEBTOR (NO. AND STREET, CITY, STATE, AND ZIP CODE) 8144 WALNUT HILL LANE, STE. 600 DALLAS, TEXAS 75231	STREET ADDRESS OF JOINT DEBTOR (NO. AND STREET, CITY, STATE, AND ZIP CODE)	
COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS DALLAS	COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS	
MAILING ADDRESS OF DEBTOR (IF DIFFERENT FROM STREET ADDRESS)	MAILING ADDRESS OF JOINT DEBTOR (IF DIFFERENT FROM STREET ADDRESS)	
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (IF DIFFERENT FROM ADDRESS LISTED ABOVE)	VENUE (CHECK ONE BOX)	
	<input type="checkbox"/> DEBTOR HAS BEEN DOMICILED OR HAS HAD A RESIDENCE, PRINCIPAL PLACE OF BUSINESS, OR PRINCIPAL ASSETS IN THIS DISTRICT FOR 180 DAYS IMMEDIATELY PRECEDING THE DATE OF THIS PETITION OR FOR A LONGER PART OF SUCH 180 DAYS THAN IN ANY OTHER DISTRICT. <input type="checkbox"/> THERE IS A BANKRUPTCY CASE CONCERNING DEBTOR'S AFFILIATE, GENERAL PARTNERSHIP OR PARTNERSHIP PENDING IN THIS DISTRICT.	
INFORMATION REGARDING DEBTOR (CHECK APPLICABLE BOXES)		
TYPE OF DEBTOR <input type="checkbox"/> INDIVIDUAL <input type="checkbox"/> JOINT (HUSBAND & WIFE) <input type="checkbox"/> PARTNERSHIP <input type="checkbox"/> OTHER _____ NATURE OF DEBT <input type="checkbox"/> NON-BUSINESS/CONSUMER <input checked="" type="checkbox"/> BUSINESS-COMplete A & B Below A. TYPE OF BUSINESS (CHECK ONE) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> FARMING <input type="checkbox"/> PROFESSIONAL <input type="checkbox"/> RETAIL/WHOLESALE <input type="checkbox"/> RAILROAD </div> <div> <input type="checkbox"/> TRANSPORTATION <input type="checkbox"/> MANUFACTURING/ MINING <input type="checkbox"/> STOCKBROKER </div> <div> <input type="checkbox"/> COMMODITY BROKER <input type="checkbox"/> CONSTRUCTION <input type="checkbox"/> REAL ESTATE <input checked="" type="checkbox"/> OTHER BUSINESS </div> </div> B. BRIEFLY DESCRIBE NATURE OF BUSINESS WIRELESS COMMUNICATIONS		CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE PETITION IS FILED (CHECK ONE BOX) <input type="checkbox"/> CHAPTER 7 <input type="checkbox"/> CHAPTER 11 <input type="checkbox"/> CHAPTER 13 <input type="checkbox"/> CHAPTER 9 <input type="checkbox"/> CHAPTER 12 <input type="checkbox"/> SEC. 304 - CASE ANCILLARY TO FOREIGN PROCESSING FILING FEE (CHECK ONE BOX) <input checked="" type="checkbox"/> FILING FEE ATTACHED <input type="checkbox"/> FILING FEE TO BE PAID IN INSTALLMENTS. (APPLICABLE TO INDIVIDUALS ONLY). MUST ATTACH SIGNED APPLICATION FOR THE COURT'S CONSIDERATION CERTIFYING THAT THE DEBTOR IS UNABLE TO PAY FEE EXCEPT IN INSTALLMENTS. RULE 1006(b). SEE OFFICIAL FORM NO. 3.
		NAME AND ADDRESS OF LAW FIRM OR ATTORNEY ANDREWS & KURTH L.L.P. 1717 MAIN STREET, STE. 3700, DALLAS, TX 75201 TELEPHONE NO. 214-659-4400
		NAME(S) OF ATTORNEY(S) DESIGNATED TO REPRESENT DEBTOR (PRINT OR TYPE NAME) DEBORAH L. SCHRIER-RAPE
		<input type="checkbox"/> DEBTOR IS NOT REPRESENTED BY AN ATTORNEY
STATISTICAL/ADMINISTRATIVE INFORMATION (U.S.C. § 604) (Estimates only) (Check applicable boxes)		
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		
ESTIMATED NUMBER OF CREDITORS:		
1-15 <input checked="" type="checkbox"/>	16-49 <input type="checkbox"/>	50-99 <input type="checkbox"/>
100-199 <input type="checkbox"/>	200-999 <input type="checkbox"/>	1000-Over <input type="checkbox"/>
ESTIMATED ASSETS (In thousands of dollars)		
Under 50 <input type="checkbox"/>	50-99 <input type="checkbox"/>	100-499 <input type="checkbox"/>
500-999 <input type="checkbox"/>	1000-9999 <input type="checkbox"/>	10 000-99 999 <input type="checkbox"/>
100 000 over <input checked="" type="checkbox"/>		
ESTIMATED LIABILITIES (In thousands of dollars)		
Under 50 <input type="checkbox"/>	50-99 <input type="checkbox"/>	100-499 <input type="checkbox"/>
500-999 <input type="checkbox"/>	1000-9999 <input type="checkbox"/>	10 000-99 999 <input type="checkbox"/>
100 000 over <input checked="" type="checkbox"/>		
EST. NO. OF EMPLOYEES - CH. 11 & 12 ONLY		
0 <input checked="" type="checkbox"/>	1-19 <input type="checkbox"/>	20-99 <input type="checkbox"/>
100-199 <input type="checkbox"/>	1000-over <input type="checkbox"/>	
EST. NO. OF EQUITY SECURITY HOLDERS - CH. 11 & 12 ONLY		
0 <input checked="" type="checkbox"/>	1-19 <input type="checkbox"/>	20-99 <input type="checkbox"/>
100-999 <input type="checkbox"/>	500-over <input type="checkbox"/>	

75-2695077

Name of Debtor GWI PSC5 Inc

Case No. _____

For Chapter 9, 11, 12 and 13 cases only.
Check appropriate box.

FILING OF PLAN

() A copy of debtor's proposed plan
dated _____ is attached.

(x) Debtor intends to file a plan within the time
allowed by statute, rule of order of the court.

PRIOR BANKRUPTCY CASE FILED WITHIN LAST 6 YEARS (If more than one, attach additional sheet.)

Location Where Filed	Case Number	Date Filed
----------------------	-------------	------------

PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER, OR AFFILIATE OF THE DEBTOR (If more than one, attach additional sheet.)

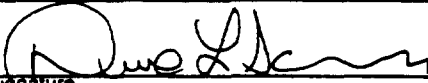
Name of Debtor	Case Number	Date
Relationship	District	Judge

REQUEST FOR RELIEF

Debtor requests relief in accordance with the chapter of title 11, United States Code specified in this petition.

SIGNATURES

ATTORNEY

Signature  Date 10/20/97

INDIVIDUAL JOINT DEBTOR(S)

I declare under penalty of perjury that the information
provided in this petition is true and correct.

Signature of Debtor _____

Date _____

Signature of Joint Debtor _____

Date _____

CORPORATE OR PARTNERSHIP DEBTOR

I declare under penalty of perjury that the information
provided in this petition is true and correct and that the
filing of this petition on behalf of the debtor has been
authorized.

Signature of Authorized Individual 

Roger Linquist

Print or Type Name of Authorized Individual

President and CEO

Title of Individual Authorized by Debtor to File this Petition

Date 10/20/97

EXHIBIT "A" (To be completed if debtor is a corporation, requesting relief under Chapter 11.)
() Exhibit "A" is attached and made a part of this petition.

TO BE COMPLETED BY INDIVIDUAL CHAPTER 7 DEBTOR WITH PRIMARILY CONSUMER DEBTS (See P.L. 98-353 § 322)

I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under such chapter, and choose to proceed under chapter 7 of such title.
If I am represented by an attorney, Exhibit B has been completed.

Signature of Debtor _____ Date _____

Signature of Joint Debtor _____ Date _____

EXHIBIT "B" (To be completed by attorney for individual chapter 7 debtor(s) with primarily consumer debts.)

I, the attorney for the debtor(s) named in the foregoing petition, declare that I have informed the debtor(s) that (he, she or they) may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under such chapter.

Signature of Attorney _____ Date _____

EXHIBIT "A"

[If debtor is a corporation filing under chapter 11 of the Code, this Exhibit "A" shall be completed and attached to the petition.]

[CAPTION]

EXHIBIT "A" TO VOLUNTARY PETITION

1. Debtor's employer identification number is 75-2695077.
2. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is N/A.
3. The following financial data is the latest available information and refers to debtor's condition on September 30, 1997.

a. Total assets		\$ Unknown
b. Total liabilities		\$ 79,803,237.25
	Approximate number of holders	
Fixed, liquidated secured debt	_____	\$ _____
Contingent secured debt	_____	\$ _____
Disputed secured claims	1	\$ 23,396,057.25
Unliquidated secured debt	_____	\$ _____
	Approximate number of holders	
Fixed, liquidated unsecured debt	15	\$ 2,490,691.00 +
Contingent unsecured debt	_____	\$ _____
Disputed unsecured claims	7	\$ 53,916,489.00
Unliquidated unsecured debt	_____	\$ _____
Number of shares of preferred stock	N/A	
Number of shares of common stock	100	

Comments, if any:

4. Brief description of debtor's business: Wireless Communications

Exhibit "A" Cont'd.

5. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 20% or more of the voting securities of debtor:

GWI PCS California/Florida, Inc.

6. List the names of all corporations 20% or more of the outstanding voting securities of which are directly or indirectly owned, controlled, or held, with power to vote, by debtor:

None

Affiliated Companies

GWIPCS 1, Inc.

GWIPCS 2, Inc.

GWIPCS 3, Inc.

GWIPCS 4, Inc.

GWIPCS 5, Inc.

GWIPCS 6, Inc.

GWIPCS 7, Inc.

GWIPCS 8, Inc.

GWIPCS 9, Inc.

GWIPCS 10, Inc.

GWIPCS 11, Inc.

GWIPCS 12, Inc.

GWIPCS 13, Inc.

GWIPCS 14, Inc.

**RESOLUTIONS OF THE BOARD OF
DIRECTORS OF GWI PCS 5, INC.**

The Board of Directors of the Corporation at a meeting duly called and held on the 17th day of October, 1997, made the following resolutions which were adopted after full discussion by the Board of Directors on the matters to which the resolution applies:

“RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of this Corporation, its creditors, stockholders and other interested parties, that a restructuring be pursued and that in the event the President deems it appropriate to further the Corporation’s restructuring, it is authorized that a petition be filed by this Corporation seeking relief under the provisions of Chapter 11, title 11 of the United States Code (the “Bankruptcy Code”); and it is

FURTHER RESOLVED, that the President, any Vice President and the Treasurer of the Corporation (the “Corporation’s officers”), are hereby severally authorized and directed, on behalf of and in the name of the Corporation, to execute and verify such petition and all other documents associated therewith and cause the same to be filed, and to take such other action as is appropriate or necessary to seek relief under Chapter 11 of the Bankruptcy Code, and that the execution and verification of the petition is hereby ratified and adopted; and it is

FURTHER RESOLVED, that the Corporation’s officers be, and each hereby is, authorized and empowered in the name and on behalf of the Corporation to retain and employ all assistance by legal counsel and other experts, including, but not limited to, Andrews & Kurth, L.L.P. as the Corporation’s officers deem necessary and proper to secure for the benefit of the Corporation any and all relief to which it may be entitled under Chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the President, and any other officer of the Corporation be, and they are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further documents, petitions or instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions.”

151

Roger D. Linquist
Chairman of the Board

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

June 30, 1998

OFFICE OF
MANAGING DIRECTOR

Jennifer P. Brovey, Esquire
Skadden, Arps, Slate, Meagher
& Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

RECEIVED
OCT - 8 1998
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Fee Control # 9711198310053009
File No. 00442CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS6, Inc. (GWI 6) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS6, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 6 filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. You state that as a result of its filing with the Bankruptcy Court and by operation of law, GWI 6 is transacting business as a debtor-in-possession. Thus, GWI 6 filed its application for involuntary pro forma assignment of its C block authorization.

Section 1.1117 of the Commission's rules, 47 C.F.R. § 1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, 2 FCC Rcd 3558, 3572-73 (1990). Section 1.1117 further requires that an applicant seeking waiver of the filing fee requirement include the applicable fees with its waiver request, and also provides that the fee will be returned if the waiver is granted. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1989, 5 FCC Rcd 3558, 3572-73 (1990).


We find that GWI 6's filing of the petition for bankruptcy and status as a debtor-in-possession demonstrate good cause for waiver of the filing fees associated with its application for involuntary assignment. Cf. Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, 10 FCC Rcd 12759, 12762 (1995) (finding evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiver of regulatory fees).

Jennifer P. Brovey, Esquire

2.

Accordingly, your request is granted. A check, made payable to the maker of the original check and drawn in the amount of \$45.00, will be sent to you at the earliest practicable time. If you have any questions concerning this refund, please contact the Chief, Fee Section, at (202) 418-1995.

Sincerely,



Thomas M. Holleran
Acting Associate Managing
Director - Financial Operations

Payment Transactions Detail Report

BY: FEE CONTROL NUMBER

Fee Control Number	Payor Name	Account Number	Received Date										
9711198310053009	SKADDEN ARPS SLATE MEAGHER & F 1440 NEW YORK AVENUE WASHINGTON DC 20005	FCC2087957	11/18/97										
Payment Amount	Current Balance	Seq Num	Payment Type Code	Quantity	Callsign Other Id	Applicant Name	Applicant Zip	Bad Check	Detail Amount	Trans Code	Payment Type		
\$45.00	\$45.00	1	PATM	1	KNLF565	GWJ PCS6 INC	75231		\$45.00	1	PMT		
Total									\$45.00				

9711/98310053/009

ORIGINAL

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000

FAX: (202) 393-5760

DIRECT DIAL
(202) 371-7053
DIRECT FAX
(202) 371-7996

FIRM/AFFILIATE OFFICES

BOSTON
CHICAGO
HOUSTON
LOS ANGELES
NEWARK
NEW YORK
SAN FRANCISCO
WILMINGTON

BEIJING
BRUSSELS
FRANKFURT
HONG KONG
LONDON
MOSCOW
PARIS
SINGAPORE
SYDNEY
TOKYO
TORONTO

January 8, 1998

Via Hand Delivery

Andrew S. Fishel, Managing Director
Office of Managing Director
Federal Communications Commission
1919 M Street, N.W. Room 852
Washington, D.C. 20554

RECEIVED

JAN - 8 1998

Federal Communications Commission
Office of Secretary

Re: GWI PCS6, Inc.
File No. 00442CWL96
Request for Refund

Dear Mr. Fishel:

GWPCS6, Inc., by counsel, hereby requests a refund in the amount of \$45 for the fee it submitted on November 18, 1997 in connection with its application for the involuntary *pro forma* assignment of its PCS C block authorization from GWPCS6, Inc. to GWPCS6, Inc. Debtor-in-Possession. It has been brought to GWPCS6, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GWPCS6, Inc. respectfully requests a refund. We have enclosed a copy of the above-referenced application, including a copy of the FCC Form 159 filed therewith. Please make the refund payable to General Wireless, Inc.

Sincerely,

Jennifer P. Brovey

Jennifer P. Brovey
Counsel for GWPCS6, Inc.

Enclosures

FILE COPY

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000

FAX: (202) 393-5760

DIRECT DIAL
(202) 371-7288
DIRECT FAX
(202) 371-7096

FIRM/AFFILIATE OFFICES

BOSTON
CHICAGO
HOUSTON
LOS ANGELES
NEWARK
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SAN FRANCISCO
WILMINGTON
BEIJING
BRUSSELS
FRANKFURT
HONG KONG
LONDON
MOSCOW
PARIS
SINGAPORE
SYDNEY
TOKYO
TORONTO

November 18, 1997

Via Hand Delivery

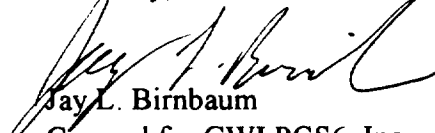
Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

Re: GWI PCS6, Inc., KNLF565
Market B397; Salinas-Monterey, CA BTA
Application for *Pro Forma*
Assignment of Authorization
Part 24 - Broadband PCS
File No. 00442CWL96

Dear Mr. Caton:

GW I PCS6, Inc., by counsel, hereby file an original hard copy and three (3) microfiche copies of an FCC Form 490, Application for Assignment of Authorization, under Part 24 of the FCC's rules. GW I PCS6, Inc. submits this application for the involuntary, *pro forma* assignment of its PCS C block license from GW I PCS6, Inc. to GW I PCS6, Inc. Debtor-in-Possession. If you have any questions, please contact the undersigned at (202) 371-7288.

Sincerely,


Jay L. Birnbaum
Counsel for GW I PCS6, Inc.

Enclosures

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING		FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE		<small>APPROVED BY OMB 3060-0589</small>																																																						
(1) LOCKBOX # 358310		PAGE NO <u>1</u> OF <u>1</u>		<small>FCC USE ONLY</small>																																																						
SECTION A - PAYER INFORMATION																																																										
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) Skadden, Arps, Slate, Meagher & Flom				(3) TOTAL AMOUNT PAID (dollars and cents) \$ 45.00																																																						
(4) STREET ADDRESS LINE NO. 1 1440 New York Avenue																																																										
(5) STREET ADDRESS LINE NO. 2																																																										
(6) CITY Washington		(7) STATE DC		(8) ZIP CODE 20005																																																						
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 371-7000		(10) COUNTRY CODE (if not in U.S.A.)																																																								
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)																																																										
SECTION B - APPLICANT INFORMATION																																																										
(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) GWI PCS6, INC.																																																										
(12) STREET ADDRESS LINE NO. 1 8155 Walnut Hill Lane																																																										
(13) STREET ADDRESS LINE NO. 2 Suite 600																																																										
(14) CITY Dallas		(15) STATE TX		(16) ZIP CODE 75231																																																						
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SECTION C - PAYMENT INFORMATION																																																										
(19A) FCC CALL SIGN/OTHER ID KNLF565		(20A) PAYMENT TYPE CODE (PTC) <table border="1" style="width:100%; text-align: center;"><tr><td>P</td><td>A</td><td>T</td><td>M</td></tr></table>		P	A	T	M	(21A) QUANTITY 1																																																		
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SECTION E - CERTIFICATION																																																										
(27) CERTIFICATION STATEMENT I, Maureen R. Harrigan Certify under penalty of perjury that the foregoing and supporting information (PRINT NAME) are true and correct to the best of my knowledge, information and belief. SIGNATURE <i>Maureen R. Harrigan</i>																																																										
SECTION F - CREDIT CARD PAYMENT INFORMATION																																																										
(28) <table border="1" style="width:100%;"><tr><td style="width:10%;"><input type="checkbox"/> MASTERCARD</td><td style="width:50%;">MASTERCARD/VISA ACCOUNT NUMBER <table border="1" style="width:100%; text-align: center;"><tr><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td></tr></table></td><td style="width:40%;">EXPIRATION DATE <table border="1" style="width:100%; text-align: center;"><tr><td> </td><td> </td><td> </td><td> </td></tr><tr><td colspan="2">MONTH</td><td colspan="2">YEAR</td></tr></table></td></tr><tr><td><input type="checkbox"/> VISA</td><td colspan="18">I hereby authorize the FCC to charge my <input type="checkbox"/> SA or MASTERCARD for the service(s) authorized on this bill (as described) →</td><td colspan="2">AUTHORIZED SIGNATURE DATE</td></tr></table>						<input type="checkbox"/> MASTERCARD	MASTERCARD/VISA ACCOUNT NUMBER <table border="1" style="width:100%; text-align: center;"><tr><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td></tr></table>																						EXPIRATION DATE <table border="1" style="width:100%; text-align: center;"><tr><td> </td><td> </td><td> </td><td> </td></tr><tr><td colspan="2">MONTH</td><td colspan="2">YEAR</td></tr></table>					MONTH		YEAR		<input type="checkbox"/> VISA	I hereby authorize the FCC to charge my <input type="checkbox"/> SA or MASTERCARD for the service(s) authorized on this bill (as described) →																		AUTHORIZED SIGNATURE DATE	
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FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0318
Expires 10/31/97
Est. Avg. Burden Hours
Per Response: 3 Hrs.FCC Use Only
(File Number)**Application for Assignment of Authorization
or Consent to Transfer of Control of Licensee**Commercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
PATM	1	\$45.00	\$ 45.00	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor GWI PCS6, INC.		T2. Voice Telephone Number (214) 265-2550	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (214) 265-2570	
T5. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600			
T6. City Dallas		T7. State TX	T8. Zip Code 75231

T9. Name of Contact Representative (if other than Assignor or Transferor) Roger D. Linquist		T10. Voice Telephone Number (214) 265-2550	
T11. Firm or Company Name General Wireless, Inc.		T12. Fax Telephone Number (214) 265-2570	
T13. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600			
T14. City Dallas		T15. State TX	T16. Zip Code 75231

TYPE OF TRANSACTION

T17. This application requests (A) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O) <u>See Exhibit 1</u> <u>Sale or other transfer or assignment of stock</u> <u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is (I) <u>Voluntary</u> <u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (Y) <u>Yes</u> <u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (N) <u>Yes</u> <u>No</u>

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee Same as items T41 - T48		T34. Voice Telephone Number ()	
T35. Assumed Name Used for Doing Business (if any)		T36. Fax Telephone Number ()	
T37. Mailing Street Address or P.O. Box			
T38. City		T39. State	T40. Zip Code

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee GWI PCS6, Inc. as Debtor-in-Possession		T42. Voice Telephone Number (214) 265-2550	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (214) 265-2570	
T45. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600			
T46. City Dallas		T47. State TX	T48. Zip Code 75231

ALIEN OWNERSHIP

T49. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N) <u>Yes</u> <u>No</u>
T50. Is the assignee or transferee an alien or the representative of an alien?	(N) <u>Yes</u> <u>No</u>
T51. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N) <u>Yes</u> <u>No</u>
T52. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) <u>Yes</u> <u>No</u>
T53. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N) <u>Yes</u> <u>No</u>

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T54. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) <u>Yes</u> <u>No</u>
T55. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> <u>No</u>
T56. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) <u>Yes</u> <u>No</u>
T57. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) <u>Yes</u> <u>No</u>
T58. Do the undersigned each certify (by responding "Y" to this question) that neither the assignor or transferor nor the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance? <small>• See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.</small>	(Y) <u>Yes</u> <u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.	
T59. Typed Name of Person Signing <div style="text-align: center;">Roger D. Linquist</div>	T60. Title <div style="text-align: center;">President & Chief Executive Officer</div>
T61. Signature 	T62. Date <div style="text-align: center;">November 13, 1997</div>

ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.	
T63. The assignee or transferee is a (an) (C) <u>Individual</u> <u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u>	
T64. Typed Name of Person Signing <div style="text-align: center;">Roger D. Linquist</div>	T65. Title <div style="text-align: center;">President & Chief Executive Officer</div>
T66. Signature 	T67. Date <div style="text-align: center;">November 13, 1997</div>
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

EXHIBIT 1

GWI PCS6, Inc., pursuant to 47 C.F.R. § 24.839, submits this application for the involuntary, pro forma assignment of its PCS C block license for Market B397-Salinas-Monterey BTA, Station KNLF565. On October 20, 1997, GWI PCS6, Inc. filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. *See* Case No. 97-39681-SAF-11, attached. As a result and by operation of law, GWI PCS6, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS6, Inc. requests that the Commission grant the application for the assignment of GWI PCS6, Inc.'s license from GWI PCS6, Inc. to GWI PCS6, Inc. Debtor-in-Possession.

Ownership information for GWI PCS6, Inc. is reflected in the attached FCC Form 430.

LICENSEE QUALIFICATION REPORT**INSTRUCTIONS:**

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office GWI PCS6, Inc. 8144 Walnut Hill Lane, Suite 600 Dallas, Texas 75231	2. (Area Code) Telephone Number (214) 265-2550 3. If this report supersedes a previously filed report, specify its date N/A
4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):	5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware

- 6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee:**

Part 24: Personal Communications Services

7(a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? If "YES", attach as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO								
(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or other means of unfair methods of competition? If "YES", attach as Exhibit II a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO								
(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal court? If "YES", attach as Exhibit III a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO								
(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to in Items 7(b) and 7(c)? If "YES", attach as Exhibit IV a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO								
8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by the Commission? If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.		<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO							
If Filer is an individual (sole proprietorship) or partnership, answer the following and Item 11:									
9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners: N/A	<table border="1"> <tr> <td data-bbox="901 1680 1619 1795"> (b) Is Individual or each member of a partnership a citizen of the United States? </td> <td data-bbox="1380 1711 1599 1753"> <input type="checkbox"/> YES <input type="checkbox"/> NO </td> </tr> <tr> <td colspan="2" data-bbox="1339 1753 1388 1795">N/A</td> </tr> <tr> <td data-bbox="901 1795 1619 1957"> (c) Is Individual or any member of a partnership a representative of an alien or of a foreign government? </td> <td data-bbox="1380 1837 1599 1879"> <input type="checkbox"/> YES <input type="checkbox"/> NO </td> </tr> <tr> <td colspan="2" data-bbox="1339 1911 1388 1953">N/A</td> </tr> </table>	(b) Is Individual or each member of a partnership a citizen of the United States?	<input type="checkbox"/> YES <input type="checkbox"/> NO	N/A		(c) Is Individual or any member of a partnership a representative of an alien or of a foreign government?	<input type="checkbox"/> YES <input type="checkbox"/> NO	N/A	
(b) Is Individual or each member of a partnership a citizen of the United States?	<input type="checkbox"/> YES <input type="checkbox"/> NO								
N/A									
(c) Is Individual or any member of a partnership a representative of an alien or of a foreign government?	<input type="checkbox"/> YES <input type="checkbox"/> NO								
N/A									

If Filer is a corporation, answer the following and Item 11:

- 10(a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries.

See Exhibit VI

- (b) List below, or attach as Exhibit VII the names and addresses of the officers and directors of the Filer.

See Exhibit VII

- (c) Is the Filer directly or indirectly controlled by any other corporation?

☒ YES ☐ NO

If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of those stockholders holding 10 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock held by each such stockholder; and (4) the names and addresses of the president and directors of the controlling corporation.

See Exhibit VIII

- (d) Is any officer or director of the Filer an alien?

☐ YES ☒ NO

- (e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representative(s) thereof, or by a corporation organized under the laws of a foreign country?

☐ YES ☒ NO

- (f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representative(s) thereof?

☐ YES ☒ NO

- (g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of the Filer's knowledge and belief, and are made in good faith. The undersigned, individually and for the Filer, certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Filer (must correspond with that shown in Item 1)

GWI PCS6, Inc.

Typed or Printed Name

Roger D. Linguist

Signature



Title

President

Date

11/17/97

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to doonway@fcc.gov. DO NOT SEND COMPLETED FORMS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a currently valid OMB control

FCC Form 430
GWI PCS6, Inc.
Exhibit VI
Page 1 of 1

Exhibit VI

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS6, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Exhibit VII

The officers and directors of GWI PCS6, Inc. are as follows:

Officers

Roger D. Linnquist
President
6929 Vassar Ave.
Dallas, TX 75205

Dennis Spickler
Vice President of Finance
926 Turnberry Lane
Southlake, TX 76092

John R. Lister
Vice President/General Manager
Northern California Region
1208 Monterey Circle
Plano, TX 75075

Directors

Roger D. Linnquist
6929 Vassar Ave.
Dallas, TX 75205

John R. Lister
1208 Monterey Circle
Plano, TX 75075

Albert S. Loverde
5316 Trowbridge Drive
Dunwoody, GA 30338

Dennis Spickler
926 Turnberry Lane
Southlake, TX 76092

Exhibit VIII

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS6, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Those stockholders owning of record and/or voting 10% or more of General Wireless, Inc.'s voting stock, as calculated on a fully diluted basis, are as follows:

Roger D. Linquist
6929 Vassar Ave.
Dallas, TX 75205
U.S. Citizen
35.94% voting stock
14.99% nonvoting stock

C. Boyden Gray
1534 28th St., N.W.
Washington, DC 20007
U.S. Citizen
16.70% voting stock
2.80% nonvoting stock

The president and directors of General Wireless, Inc. are as follows:

Roger D. Linquist (president and director)
6929 Vassar Ave.
Dallas, TX 75205

Robert G. Barrett
200 Portland Street
Boston, MA 02114

Ralph M. Baruch
1775 Broadway
New York, NY 10019

C. Boyden Gray
1534 28th St. N.W.
Washington, DC 20007

Joseph T. McCullen, Jr.
One Liberty Square
Boston, MA 02109

Arthur Patterson
One Palmer Square
Princeton, NJ 08542

John Sculley
90 Park Avenue
New York, NY 10016

Form 1. VOLUNTARY PETITION

UNITED STATES BANKRUPTCY COURT		VOLUNTARY PETITION
NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION		
IN RE (NAME OF DEBTOR) - IF INDIVIDUAL, ENTER LAST, FIRST, MIDDLE GWI PCS@, INC.	NAME OF JOINT DEBTOR (SPOUSE) (LAST, FIRST, MIDDLE)	
ALL OTHER NAMES USED BY THE DEBTOR IN THE LAST 8 YEARS (INCLUDE MARRIED, MAIDEN, AND TRADE NAMES)	ALL OTHER NAMES USED BY THE JOINT DEBTOR IN THE LAST 8 YEARS (INCLUDE MARRIED, MAIDEN AND TRADE NAMES) 397-39681-HCA-11	
SOC. SEC./TAX I.D. NO. (IF MORE THAN ONE, STATE ALL) 75-2695078	SOC. SEC. TAX I.D. NO. (IF MORE THAN ONE, STATE ALL)	
STREET ADDRESS OF DEBTOR (NO. AND STREET, CITY, STATE, AND ZIP CODE) 8144 WALNUT HILL LANE, STE. 600 DALLAS, TEXAS 75231	STREET ADDRESS OF JOINT DEBTOR (NO. AND STREET, CITY, STATE, AND ZIP CODE)	
COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS DALLAS	COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS	
MAILING ADDRESS OF DEBTOR (IF DIFFERENT FROM STREET ADDRESS)	MAILING ADDRESS OF JOINT DEBTOR (IF DIFFERENT FROM STREET ADDRESS)	
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (IF DIFFERENT FROM ADDRESS LISTED ABOVE)	VENUE (CHECK ONE BOX) <input checked="" type="checkbox"/> DEBTOR HAS BEEN DOMICILED OR HAS HAD A RESIDENCE, PRINCIPAL PLACE OF BUSINESS, OR PRINCIPAL ASSETS IN THIS DISTRICT FOR 180 DAYS IMMEDIATELY PRECEDING THE DATE OF THIS PETITION OR FOR A LONGER PART OF SUCH 180 DAYS THAN IN ANY OTHER DISTRICT. <input type="checkbox"/> THERE IS A BANKRUPTCY CASE CONCERNING DEBTOR'S AFFILIATE, GENERAL PARTNER OR PARTNERSHIP PENDING IN THIS DISTRICT.	
INFORMATION REGARDING DEBTOR (CHECK APPLICABLE BOXES)		
TYPE OF DEBTOR <input type="checkbox"/> INDIVIDUAL <input type="checkbox"/> JOINT (HUSBAND & WIFE) <input type="checkbox"/> PARTNERSHIP <input type="checkbox"/> OTHER NATURE OF DEBT <input type="checkbox"/> NON-BUSINESS/CONSUMER <input checked="" type="checkbox"/> BUSINESS-COMplete A & B Below A. TYPE OF BUSINESS (CHECK ONE) <input type="checkbox"/> FARMING <input type="checkbox"/> TRANSPORTATION <input type="checkbox"/> COMMODITY BROKER <input type="checkbox"/> PROFESSIONAL <input type="checkbox"/> MANUFACTURING/ <input type="checkbox"/> CONSTRUCTION <input type="checkbox"/> RETAIL/WHOLESALE <input type="checkbox"/> MINING <input type="checkbox"/> REAL ESTATE <input type="checkbox"/> RAILROAD <input type="checkbox"/> STOCKBROKER <input checked="" type="checkbox"/> OTHER BUSINESS B. BRIEFLY DESCRIBE NATURE OF BUSINESS WIRELESS COMMUNICATIONS	CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE PETITION IS FILED (CHECK ONE BOX) <input type="checkbox"/> CHAPTER 7 <input type="checkbox"/> CHAPTER 11 <input type="checkbox"/> CHAPTER 13 <input type="checkbox"/> CHAPTER 9 <input type="checkbox"/> CHAPTER 12 <input type="checkbox"/> SEC. 304 - CASE ANCILLARY TO FOREIGN PROCESSING FILING FEE (CHECK ONE BOX) <input checked="" type="checkbox"/> FILING FEE ATTACHED <input type="checkbox"/> FILING FEE TO BE PAID IN INSTALLMENTS. (APPLICABLE TO INDIVIDUALS ONLY.) MUST ATTACH SIGNED APPLICATION FOR THE COURT'S CONSIDERATION CERTIFYING THAT THE DEBTOR IS UNABLE TO PAY FEE EXCEPT IN INSTALLMENTS. RULE 1006(b). SEE OFFICIAL FORM NO. 3. NAME AND ADDRESS OF LAW FIRM OR ATTORNEY ANDREWS & KURTH L.L.P. 1717 MAIN STREET, STE. 3700, DALLAS, TX 75201 TELEPHONE NO. 214-659-4400 NAME(S) OF ATTORNEY(S) DESIGNATED TO REPRESENT DEBTOR (PRINT OR TYPE NAME) DEBORAH L. SCHRIER-RAPE <input type="checkbox"/> DEBTOR IS NOT REPRESENTED BY AN ATTORNEY	
STATISTICAL/ADMINISTRATIVE INFORMATION (U.S.C. § 604) (Estimates only) (Check applicable boxes)		
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		
ESTIMATED NUMBER OF CREDITORS:		
1-15 <input checked="" type="checkbox"/>	16-49 <input type="checkbox"/>	50-99 <input type="checkbox"/>
100-199 <input type="checkbox"/>	200-999 <input type="checkbox"/>	1000-Over <input type="checkbox"/>
ESTIMATED ASSETS (In thousands of dollars)		
Under 50 <input type="checkbox"/>	50-99 <input type="checkbox"/>	100-499 <input type="checkbox"/>
500-999 <input type="checkbox"/>	1000-9999 <input type="checkbox"/>	10,000-99,999 <input type="checkbox"/>
100,000 over <input type="checkbox"/>		
ESTIMATED LIABILITIES (In thousands of dollars)		
Under 50 <input type="checkbox"/>	50-99 <input type="checkbox"/>	100-499 <input type="checkbox"/>
500-999 <input type="checkbox"/>	1000-9999 <input type="checkbox"/>	10,000-99,999 <input type="checkbox"/>
100,000 over <input type="checkbox"/>		
EST. NO. OF EMPLOYEES - CH. 11 & 12 ONLY		
0 <input checked="" type="checkbox"/>	1-19 <input type="checkbox"/>	20-99 <input type="checkbox"/>
100-199 <input type="checkbox"/>	1000-over <input type="checkbox"/>	
EST. NO. OF EQUITY SECURITY HOLDERS - CH. 11 & 12 ONLY		
0 <input type="checkbox"/>	1-19 <input checked="" type="checkbox"/>	20-99 <input type="checkbox"/>
100-999 <input type="checkbox"/>	500-over <input type="checkbox"/>	

Name of Debtor GWI PCS6, Inc.

Case No. _____

For Chapter 9, 11, 12 and 13 cases only.
Check appropriate box.

FILING OF PLAN

() A copy of debtor's proposed plan
dated _____ is attached.

(x) Debtor intends to file a plan within the time
allowed by statute, rule of order of the court.

PRIOR BANKRUPTCY CASE FILED WITHIN LAST 6 YEARS (If more than one, attach additional sheet.)

Location Where Filed	Case Number	Date Filed
----------------------	-------------	------------

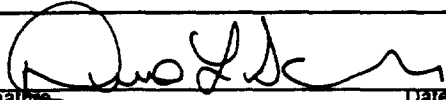
PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER, OR AFFILIATE OF THE DEBTOR (If more than one, attach additional sheet.)

Name of Debtor	Case Number	Date
Relationship	District	Judge

REQUEST FOR RELIEF

Debtor requests relief in accordance with the chapter of title 11, United States Code specified in this petition.

SIGNATURES

 10/20/97 ATTORNEY
Signature _____ Date _____

INDIVIDUAL JOINT DEBTOR(S)

I declare under penalty of perjury that the information
provided in this petition is true and correct.

Signature of Debtor

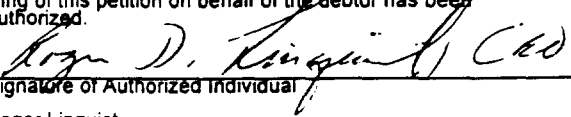
Date

Signature of Joint Debtor

Date

CORPORATE OR PARTNERSHIP DEBTOR

I declare under penalty of perjury that the information
provided in this petition is true and correct and that the
filing of this petition on behalf of the debtor has been
authorized.


Signature of Authorized Individual

Roger Linquist

Print or Type Name of Authorized Individual

President and CEO

Title of Individual Authorized by Debtor to File this Petition

10/20/97
Date

EXHIBIT "A" (To be completed if debtor is a corporation, requesting relief under Chapter 11.)
() Exhibit "A" is attached and made a part of this petition.

TO BE COMPLETED BY INDIVIDUAL CHAPTER 7 DEBTOR WITH PRIMARILY CONSUMER DEBTS (See P.L. 98-353 § 322)

I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under such chapter, and choose to proceed under chapter 7 of such title.
If I am represented by an attorney, Exhibit B has been completed.

Signature of Debtor _____ Date _____

Signature of Joint Debtor _____ Date _____

EXHIBIT "B" (To be completed by attorney for individual chapter 7 debtor(s) with primarily consumer debts.)

I, the attorney for the debtor(s) named in the foregoing petition, declare that I have informed the debtor(s) that (he, she or they) may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under such chapter.

Signature of Attorney _____ Date _____

EXHIBIT "A"

[If debtor is a corporation filing under chapter 11 of the Code, this Exhibit "A" shall be completed and attached to the petition.]

[CAPTION]

EXHIBIT "A" TO VOLUNTARY PETITION

1. Debtor's employer identification number is 75-2695078.
2. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is N/A.
3. The following financial data is the latest available information and refers to debtor's condition on September 30, 1997.

a. Total assets		\$ Unknown
b. Total liabilities		\$ 71,038,798.34
	Approximate number of holders	
Fixed, liquidated secured debt	_____	\$ _____
Contingent secured debt	_____	\$ _____
Disputed secured claims	1	\$ 15,474,768.34
Unliquidated secured debt	_____	\$ _____
	Approximate number of holders	
Fixed, liquidated unsecured debt	15	\$ 1,647,541.00 +
Contingent unsecured debt	_____	\$ _____
Disputed unsecured claims	7	\$ 53,916,489.00
Unliquidated unsecured debt	_____	\$ _____
Number of shares of preferred stock	N/A	
Number of shares of common stock	100	

Comments, if any:

4. Brief description of debtor's business: Wireless Communications

Exhibit "A" Cont'd.

5. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 20% or more of the voting securities of debtor:

GWJ PCS California/Florida, Inc.

6. List the names of all corporations 20% or more of the outstanding voting securities of which are directly or indirectly owned, controlled, or held, with power to vote, by debtor:

None

Affiliated Companies

GW PCS 1, Inc.

GW PCS 2, Inc.

GW PCS 3, Inc

GW PCS 4, Inc.

GW PCS 5, Inc.

GW PCS 6, Inc.

GW PCS 7, Inc.

GW PCS 8, Inc.

GW PCS 9, Inc.

GW PCS 10, Inc

GW PCS 11, Inc.

GW PCS 12, Inc.

GW PCS 13, Inc.

GW PCS 14, Inc.

**RESOLUTIONS OF THE BOARD OF
DIRECTORS OF GWI PCS 6, INC.**

The Board of Directors of the Corporation at a meeting duly called and held on the 17th day of October, 1997, made the following resolutions which were adopted after full discussion by the Board of Directors on the matters to which the resolution applies:

“RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of this Corporation, its creditors, stockholders and other interested parties, that a restructuring be pursued and that in the event the President deems it appropriate to further the Corporation’s restructuring, it is authorized that a petition be filed by this Corporation seeking relief under the provisions of Chapter 11, title 11 of the United States Code (the “Bankruptcy Code”); and it is

FURTHER RESOLVED, that the President, any Vice President and the Treasurer of the Corporation (the “Corporation’s officers”), are hereby severally authorized and directed, on behalf of and in the name of the Corporation, to execute and verify such petition and all other documents associated therewith and cause the same to be filed, and to take such other action as is appropriate or necessary to seek relief under Chapter 11 of the Bankruptcy Code, and that the execution and verification of the petition is hereby ratified and adopted; and it is

FURTHER RESOLVED, that the Corporation’s officers be, and each hereby is, authorized and empowered in the name and on behalf of the Corporation to retain and employ all assistance by legal counsel and other experts, including, but not limited to, Andrews & Kurth, L.L.P. as the Corporation’s officers deem necessary and proper to secure for the benefit of the Corporation any and all relief to which it may be entitled under Chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the President, and any other officer of the Corporation be, and they are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further documents, petitions or instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions.”

151

Roger D. Linquist
Chairman of the Board

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

June 30, 1998

OFFICE OF
MANAGING DIRECTOR

Jennifer P. Brovey, Esquire
Skadden, Arps, Slate, Meagher
& Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

RECEIVED
JUN 30 8 1998
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Fee Control # 9711198310053004
File No. 00200CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS7, Inc. (GWI 7) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS7, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 7 filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. You state that as a result of its filing with the Bankruptcy Court and by operation of law, GWI 7 is transacting business as a debtor-in-possession. Thus, GWI 7 filed its application for involuntary pro forma assignment of its C block authorization.

Section 1.1117 of the Commission's rules, 47 C.F.R. § 1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, 2 FCC Rcd 3558, 3572-73 (1990). Section 1.1117 further requires that an applicant seeking waiver of the filing fee requirement include the applicable fees with its waiver request, and also provides that the fee will be returned if the waiver is granted. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1989, 5 FCC Rcd 3558, 3572-73 (1990).

We find that GWI 7's filing of the petition for bankruptcy and status as a debtor-in-possession demonstrate good cause for waiver of the filing fees associated with its application for involuntary assignment. Cf. Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, 10 FCC Rcd 12759, 12762 (1995) (finding evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiver of regulatory fees).

Jennifer P. Brovey, Esquire

2.

Accordingly, your request is granted. A check, made payable to the maker of the original check and drawn in the amount of \$45.00, will be sent to you at the earliest practicable time. If you have any questions concerning this refund, please contact the Chief, Fee Section, at (202) 418-1995.

Sincerely,



Thomas M. Holleran
Acting Associate Managing
Director - Financial Operations

BY: FEE CONTROL NUMBER

Fee Control Number	Payor Name	Account Number	Received Date
9711198310053004	SKADDEN ARPS SLATE MEAGHER & F 1440 NEW YORK AVENUE WASHINGTON DC 20005	FCC2087957	11/18/97

Payment Amount	Current Balance	Seq Num	Payment Type Code	Quantity	Callsign Other Id	Applicant Name	Applicant Zip	Bad Check	Detail Amount	Trans Code	Payment Type
\$45.00	\$45.00	1	PATM	1	KNLF556	GWJ PCS7 INC	75231		\$45.00	1	PMT
Total									\$45.00		

9711198310053004

ORIG

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000

FAX: (202) 393-5760

DIRECT DIAL
(202) 371-7053

DIRECT FAX
(202) 371-7996

FIRM/AFFILIATE OFFICES

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HONG KONG
LONDON
MOSCOW
PARIS
SINGAPORE
SYDNEY
TOKYO
TORONTO

January 8, 1998

Via Hand Delivery

Andrew S. Fishel, Managing Director
Office of Managing Director
Federal Communications Commission
1919 M Street, N.W. Room 852
Washington, D.C. 20554

RECEIVED

JAN - 8 1998

Federal Communications Commission
Office of Secretary

Re: GWI PCS7, Inc.
File No. 00200CWL96
Request for Refund

Dear Mr. Fishel:

GW I PCS7, Inc., by counsel, hereby requests a refund in the amount of \$45 for the fee it submitted on November 18, 1997 in connection with its application for the involuntary *pro forma* assignment of its PCS C block authorization from GW I PCS7, Inc. to GW I PCS7, Inc. Debtor-in-Possession. It has been brought to GW I PCS7, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GW I PCS7, Inc. respectfully requests a refund. We have enclosed a copy of the above-referenced application, including a copy of the FCC Form 159 filed therewith. Please make the refund payable to General Wireless, Inc.

Sincerely,

Jennifer P. Brovey

Jennifer P. Brovey
Counsel for GW I PCS7, Inc.

Enclosures

FILE COPY

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000

FAX: (202) 393-5760

DIRECT DIAL
(202) 371-7288

DIRECT FAX
(202) 371-7096

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November 18, 1997

Via Hand Delivery

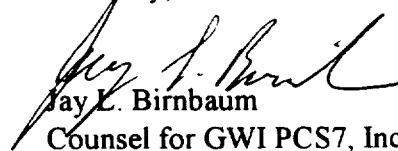
Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

Re: GWI PCS7, Inc., KNLF556
Market B022; Athens, GA BTA
Application for *Pro Forma*
Assignment of Authorization
Part 24 - Broadband PCS
File No. 00200CWL96

Dear Mr. Caton:

GW I PCS7, Inc., by counsel, hereby file an original hard copy and three (3) microfiche copies of an FCC Form 490, Application for Assignment of Authorization, under Part 24 of the FCC's rules. GW I PCS7, Inc. submits this application for the involuntary, *pro forma* assignment of its PCS C block license from GW I PCS7, Inc. to GW I PCS7, Inc. Debtor-in-Possession. If you have any questions, please contact the undersigned at (202) 371-7288.

Sincerely,


Jay L. Birnbaum
Counsel for GW I PCS7, Inc.

Enclosures

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING		FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE		APPROVED BY OMB 3060-0569	
(1) LOCKBOX # 358310		PAGE NO 1 OF 1		SPECIAL USE FCC USE ONLY	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) Skadden, Arps, Slate, Meagher & Flom			(3) TOTAL AMOUNT PAID (dollars and cents) \$ 45.00		
(4) STREET ADDRESS LINE NO. 1 1440 New York Avenue					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY Washington			(7) STATE DC		(8) ZIP CODE 20005
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 371-7000			(10) COUNTRY CODE (if not in U.S.A.)		
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)					
SECTION B - APPLICANT INFORMATION					
(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) GWI PCS7, INC.					
(12) STREET ADDRESS LINE NO. 1 8155 Walnut Hill Lane					
(13) STREET ADDRESS LINE NO. 2 Suite 600					
(14) CITY Dallas			(15) STATE TX		(16) ZIP CODE 75231
(17) DAYTIME TELEPHONE NUMBER (include area code)			(18) COUNTRY CODE (if not in U.S.A.)		
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)					
SECTION C - PAYMENT INFORMATION					
(19A) FCC CALL SIGN/OTHER ID KNLF556		(20A) PAYMENT TYPE CODE (PTC) P A T M		(21A) QUANTITY 1	(22A) FEE DUE FOR (PTC) IN BLOCK 20A \$ 45.00
(23A) FCC CODE 1		(24A) FCC CODE 2			
(19B) FCC CALL SIGN/OTHER ID		(20B) PAYMENT TYPE CODE (PTC)		(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B \$
(23B) FCC CODE 1		(24B) FCC CODE 2			
(19C) FCC CALL SIGN/OTHER ID		(20C) PAYMENT TYPE CODE (PTC)		(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C \$
(23C) FCC CODE 1		(24C) FCC CODE 2			
(19D) FCC CALL SIGN/OTHER ID		(20D) PAYMENT TYPE CODE (PTC)		(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D \$
(23D) FCC CODE 1		(24D) FCC CODE 2			
SECTION D - TAXPAYER INFORMATION (REQUIRED)					
(25) PAYER TIN 0 1 3 1 7 7 7 2 3 0				(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-21 APPLICANT TIN 0 7 5 2 6 9 5 0 8 0	
SECTION E - CERTIFICATION					
(27) CERTIFICATION STATEMENT I, Maureen R. Harrigan, Certify under penalty of perjury that the foregoing and supporting information (PRINT NAME) are true and correct to the best of my knowledge, information and belief. SIGNATURE Maureen R. Harrigan					
SECTION F - CREDIT CARD PAYMENT INFORMATION					
(28) MASTERCARD/VISA ACCOUNT NUMBER		EXPIRATION DATE			
MASTERCARD		MONTH YEAR			
VISA		DATE			
I hereby authorize the FCC to charge my VISA or MASTERCARD for the services authorized on this remittance advice.		AUTHORIZED SIGNATURE		DATE	

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0319
Expires 10/31/97
Est. Avg. Burden Hours
Per Response: 3 HrsFCC Use Only
(File Number)**Application for Assignment of Authorization
or Consent to Transfer of Control of Licensee**Commercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
PATM	1	\$45.00	\$ 45.00	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor GWI PCS7, INC.		T2. Voice Telephone Number (214) 265-2550	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (214) 265-2570	
T5. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600			
T6. City Dallas		T7. State TX	T8. Zip Code 75231

T9. Name of Contact Representative (if other than Assignor or Transferor) Roger D. Linquist		T10. Voice Telephone Number (214) 265-2550	
T11. Firm or Company Name General Wireless, Inc.		T12. Fax Telephone Number (214) 265-2570	
T13. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600			
T14. City Dallas		T15. State TX	T16. Zip Code 75231

TYPE OF TRANSACTION

T17. This application requests (A) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O) <u>See Exhibit 1</u> <u>Sale or other transfer or assignment of stock</u> <u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is (I) <u>Voluntary</u> <u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (Y) <u>Yes</u> <u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (N) <u>Yes</u> <u>No</u>

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee Same as items T41 - T48		T34. Voice Telephone Number ()	
T35. Assumed Name Used for Doing Business (if any)		T36. Fax Telephone Number ()	
T37. Mailing Street Address or P.O. Box			
T38. City		T39. State	T40. Zip Code

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee GWI PCS7, Inc. as Debtor-in-Possession		T42. Voice Telephone Number (214) 265-2550	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (214) 265-2570	
T45. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600			
T46. City Dallas		T47. State TX	T48. Zip Code 75231

ALIEN OWNERSHIP

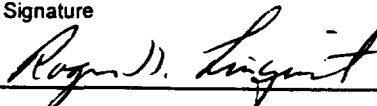
T49. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N) <u>Yes</u> <u>No</u>
T50. Is the assignee or transferee an alien or the representative of an alien?	(N) <u>Yes</u> <u>No</u>
T51. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N) <u>Yes</u> <u>No</u>
T52. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) <u>Yes</u> <u>No</u>
T53. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N) <u>Yes</u> <u>No</u>

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T54. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) <u>Yes</u> <u>No</u>
T55. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> <u>No</u>
T56. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) <u>Yes</u> <u>No</u>
T57. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) <u>Yes</u> <u>No</u>
T58. Do the undersigned each certify (by responding "Y" to this question) that neither the assignor or transferor nor the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance? <small>- See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.</small>	(Y) <u>Yes</u> <u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.	
T59. Typed Name of Person Signing Roger D. Linquist	T60. Title President & Chief Executive Officer
T61. Signature 	T62. Date November 13, 1997

ASSIGNEE OR TRANSFeree CERTIFICATION


The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.	
T63. The assignee or transferee is a (an) (C) <u>Individual</u> <u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u>	
T64. Typed Name of Person Signing Roger D. Linquist	T65. Title President & Chief Executive Officer
T66. Signature 	T67. Date November 13, 1997
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

EXHIBIT 1

GWI PCS7, Inc., pursuant to 47 C.F.R. § 24.839, submits this application for the involuntary, pro forma assignment of its PCS C block license for Market B022-Athens BTA, Station KNLF556. On October 20, 1997, GWI PCS7, Inc. filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. *See* Case No. 97-39682-SAF-11, attached. As a result and by operation of law, GWI PCS7, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS7, Inc. requests that the Commission grant the application for the assignment of GWI PCS7, Inc.'s license from GWI PCS7, Inc. to GWI PCS7, Inc. Debtor-in-Possession.

Ownership information for GWI PCS7, Inc. is reflected in the attached FCC Form 430.

LICENSEE QUALIFICATION REPORT

INSTRUCTIONS:

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office GWI PCS7, Inc. 8144 Walnut Hill Lane, Suite 600 Dallas, Texas 75231	2. (Area Code) Telephone Number (214) 265-2550 3. If this report supersedes a previously filed report, specify its date N/A
4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):	5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware

6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee:

Part 24: Personal Communications Services

7(a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? If "YES", attach as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO				
(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or other means of unfair methods of competition? If "YES", attach as Exhibit II a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO				
(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal court? If "YES", attach as Exhibit III a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO				
(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to in Items 7(b) and 7(c)? If "YES", attach as Exhibit IV a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO				
8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by the Commission? If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.					
If Filer is an individual (sole proprietorship) or partnership, answer the following and Item 11:					
9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners: N/A	<table border="1"> <tr> <td data-bbox="909 1690 1372 1795"> (b) Is Individual or each member of a partnership a citizen of the United States? </td> <td data-bbox="1372 1690 1619 1795"> <input type="checkbox"/> YES <input type="checkbox"/> NO N/A </td> </tr> <tr> <td data-bbox="909 1795 1372 1967"> (c) Is Individual or any member of a partnership a representative of an alien or of a foreign government? </td> <td data-bbox="1372 1795 1619 1967"> <input type="checkbox"/> YES <input type="checkbox"/> NO N/A </td> </tr> </table>	(b) Is Individual or each member of a partnership a citizen of the United States?	<input type="checkbox"/> YES <input type="checkbox"/> NO N/A	(c) Is Individual or any member of a partnership a representative of an alien or of a foreign government?	<input type="checkbox"/> YES <input type="checkbox"/> NO N/A
(b) Is Individual or each member of a partnership a citizen of the United States?	<input type="checkbox"/> YES <input type="checkbox"/> NO N/A				
(c) Is Individual or any member of a partnership a representative of an alien or of a foreign government?	<input type="checkbox"/> YES <input type="checkbox"/> NO N/A				

If Filer is a corporation, answer the following and Item 11:

- 10(a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries.

See Exhibit VI

- (b) List below, or attach as Exhibit VII the names and addresses of the officers and directors of the Filer.

See Exhibit VII

- (c) Is the Filer directly or indirectly controlled by any other corporation?

☒ YES ☐ NO

If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of those stockholders holding 10 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock held by each such stockholder; and (4) the names and addresses of the president and directors of the controlling corporation.

See Exhibit VIII

- (d) Is any officer or director of the Filer an alien?

☐ YES ☒ NO

- (e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representative(s) thereof, or by a corporation organized under the laws of a foreign country?

☐ YES ☒ NO

- (f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representative(s) thereof.

☐ YES ☒ NO

- (g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of the Filer's knowledge and belief, and are made in good faith. The undersigned, individually and for the Filer, certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

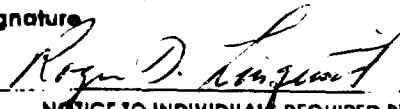
Filer (must correspond with that shown in Item 1)

GWI PCS7, Inc.

Typed or Printed Name

Roger D. Liguist

Signature



Title

President

Date

11/17/97

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to donway@fcc.gov. DO NOT SEND COMPLETED FORMS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a currently valid OMB control

FCC Form 430
GWI PCS7, Inc.
Exhibit VI
Page 1 of 1

Exhibit VI

GWI PCS Georgia, Inc. owns 100% of the voting stock of GWI PCS7, Inc. GWI PCS Georgia, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Exhibit VII

The officers and directors of GWI PCS7, Inc. are as follows:

Officers

Roger D. Linquist
President
6929 Vassar Ave.
Dallas, TX 75205

Dennis Spickler
Vice President of Finance
926 Turnberry Lane
Southlake, TX 76092

Albert S. Loverde
Vice President/General Manager
Georgia/Florida Region
5316 Trowbridge Drive
Dunwoody, GA 30338

Directors

Roger D. Linquist
6929 Vassar Ave.
Dallas, TX 75205

John R. Lister
1208 Monterey Circle
Plano, TX 75075

Albert S. Loverde
5316 Trowbridge Drive
Dunwoody, GA 30338

Dennis Spickler
926 Turnberry Lane
Southlake, TX 76092

Exhibit VIII

GWI PCS Georgia, Inc. owns 100% of the voting stock of GWI PCS7, Inc. GWI PCS Georgia, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Those stockholders owning of record and/or voting 10% or more of General Wireless, Inc.'s voting stock, as calculated on a fully diluted basis, are as follows:

Roger D. Linquist 6929 Vassar Ave. Dallas, TX 75205 U.S. Citizen 35.94% voting stock 14.99% nonvoting stock	C. Boyden Gray 1534 28 th St., N.W. Washington, DC 20007 U.S. Citizen 16.70% voting stock 2.80% nonvoting stock
--	---

The president and directors of General Wireless, Inc. are as follows:

Roger D. Linquist (president and director) 6929 Vassar Ave. Dallas, TX 75205	Robert G. Barrett 200 Portland Street Boston, MA 02114
Ralph M. Baruch 1775 Broadway New York, NY 10019	C. Boyden Gray 1534 28 th St. N.W. Washington, DC 20007
Joseph T. McCullen, Jr. One Liberty Square Boston, MA 02109	Arthur Patterson One Palmer Square Princeton, NJ 08542
John Sculley 90 Park Avenue New York, NY 10016	

Form 1. VOLUNTARY PETITION

UNITED STATES BANKRUPTCY COURT		VOLUNTARY PETITION
NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION		
IN RE (NAME OF DEBTOR) - IF INDIVIDUAL, ENTER LAST, FIRST, MIDDLE GWI PCS7, INC.		NAME OF JOINT DEBTOR (SPOUSE) (LAST, FIRST, MIDDLE)
ALL OTHER NAMES USED BY THE DEBTOR IN THE LAST 6 YEARS (INCLUDE MARRIED, MAIDEN, AND TRADE NAMES)		ALL OTHER NAMES USED BY THE JOINT DEBTOR IN THE LAST 6 YEARS (INCLUDE MARRIED, MAIDEN AND TRADE NAMES) 397-39682-HCA-11
SOC. SEC./TAX I.D. NO. (IF MORE THAN ONE, STATE ALL) 75-2695080		SOC. SEC. TAX/I.D. NO. (IF MORE THAN ONE, STATE ALL)
STREET ADDRESS OF DEBTOR (NO. AND STREET, CITY, STATE, AND ZIP CODE) 8144 WALNUT HILL LANE, STE. 600 DALLAS, TEXAS 75231		STREET ADDRESS OF JOINT DEBTOR (NO. AND STREET, CITY, STATE, AND ZIP CODE)
COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS DALLAS		COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS
MAILING ADDRESS OF DEBTOR (IF DIFFERENT FROM STREET ADDRESS)		MAILING ADDRESS OF JOINT DEBTOR (IF DIFFERENT FROM STREET ADDRESS)
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (IF DIFFERENT FROM ADDRESS LISTED ABOVE)		VENUE (CHECK ONE BOX) <input checked="" type="checkbox"/> DEBTOR HAS BEEN DOMICILED OR HAS HAD A RESIDENCE, PRINCIPAL PLACE OF BUSINESS, OR PRINCIPAL ASSETS IN THIS DISTRICT FOR 180 DAYS IMMEDIATELY PRECEDING THE DATE OF THIS PETITION OR FOR A LONGER PART OF SUCH 180 DAYS THAN IN ANY OTHER DISTRICT. <input type="checkbox"/> THERE IS A BANKRUPTCY CASE CONCERNING DEBTOR'S AFFILIATE, GENERAL PARTNER, OR PARTNERSHIP PENDING IN THIS DISTRICT.
INFORMATION REGARDING DEBTOR (CHECK APPLICABLE BOXES)		
TYPE OF DEBTOR <input type="checkbox"/> INDIVIDUAL <input type="checkbox"/> JOINT (HUSBAND & WIFE) <input type="checkbox"/> PARTNERSHIP <input type="checkbox"/> OTHER NATURE OF DEBT <input type="checkbox"/> NON-BUSINESS/CONSUMER <input checked="" type="checkbox"/> BUSINESS-COMplete A & B Below A. TYPE OF BUSINESS (CHECK ONE) <input type="checkbox"/> FARMING <input type="checkbox"/> PROFESSIONAL <input type="checkbox"/> RETAIL/WHOLESALE <input type="checkbox"/> RAILROAD <input type="checkbox"/> TRANSPORTATION <input type="checkbox"/> MANUFACTURING/ MINING <input type="checkbox"/> STOCKBROKER <input type="checkbox"/> COMMODITY BROKER <input type="checkbox"/> CONSTRUCTION <input type="checkbox"/> REAL ESTATE <input checked="" type="checkbox"/> OTHER BUSINESS B. BRIEFLY DESCRIBE NATURE OF BUSINESS WIRELESS COMMUNICATIONS		CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE PETITION IS FILED (CHECK ONE BOX) <input type="checkbox"/> CHAPTER 7 <input type="checkbox"/> CHAPTER 9 <input checked="" type="checkbox"/> CHAPTER 11 <input type="checkbox"/> CHAPTER 12 <input type="checkbox"/> CHAPTER 13 <input type="checkbox"/> SEC. 304 - CASE ANCILLARY TO FOREIGN PROCESSING FILING FEE (CHECK ONE BOX) <input checked="" type="checkbox"/> FILING FEE ATTACHED <input type="checkbox"/> FILING FEE TO BE PAID IN INSTALLMENTS. (APPLICABLE TO INDIVIDUALS ONLY.) MUST ATTACH SIGNED APPLICATION FOR THE COURT'S CONSIDERATION CERTIFYING THAT THE DEBTOR IS UNABLE TO PAY FEE EXCEPT IN INSTALLMENTS. RULE 1006(b). SEE OFFICIAL FORM NO. 3. NAME AND ADDRESS OF LAW FIRM OR ATTORNEY ANDREWS & KURTH L.L.P. 1717 MAIN STREET, STE. 3700, DALLAS, TX 75201 TELEPHONE NO. 214-659-4400 NAME(S) OF ATTORNEY(S) DESIGNATED TO REPRESENT DEBTOR (PRINT OR TYPE NAME) DEBORAH L. SCHRIER-RAPE <input type="checkbox"/> DEBTOR IS NOT REPRESENTED BY AN ATTORNEY
STATISTICAL/ADMINISTRATIVE INFORMATION (U.S.C. § 604) (Estimates only) (Check applicable boxes)		
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		
ESTIMATED NUMBER OF CREDITORS:		
<input checked="" type="checkbox"/> 1-15 <input type="checkbox"/> 16-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1000-Over		
ESTIMATED ASSETS (In thousands of dollars)		
<input type="checkbox"/> Under 50 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-499 <input type="checkbox"/> 500-999 <input type="checkbox"/> 1000-9999 <input type="checkbox"/> 10,000-99,999 <input checked="" type="checkbox"/> 100,000 over		
ESTIMATED LIABILITIES (In thousands of dollars)		
<input type="checkbox"/> Under 50 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-499 <input type="checkbox"/> 500-999 <input type="checkbox"/> 1000-9999 <input type="checkbox"/> 10,000-99,999 <input checked="" type="checkbox"/> 100,000 over		
EST. NO. OF EMPLOYEES - CH. 11 & 12 ONLY		
<input checked="" type="checkbox"/> 0 <input type="checkbox"/> 1-19 <input type="checkbox"/> 20-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 1000-over		
EST. NO. OF EQUITY SECURITY HOLDERS - CH. 11 & 12 ONLY		
<input checked="" type="checkbox"/> 0 <input type="checkbox"/> 1-19 <input type="checkbox"/> 20-99 <input type="checkbox"/> 100-999 <input type="checkbox"/> 500-over		

Name of Debtor GWI PSC7, Inc.

Case No. _____

For Chapter 9, 11, 12 and 13 cases only.
Check appropriate box.

FILING OF PLAN

() A copy of debtor's proposed plan
dated _____ is attached.

(x) Debtor intends to file a plan within the time
allowed by statute, rule of order of the court.

PRIOR BANKRUPTCY CASE FILED WITHIN LAST 6 YEARS (If more than one, attach additional sheet.)

Location Where Filed	Case Number	Date Filed
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PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER, OR AFFILIATE OF THE DEBTOR (If more than one, attach additional sheet.)


Name of Debtor	Case Number	Date
Relationship	District	Judge

REQUEST FOR RELIEF

Debtor requests relief in accordance with the chapter of title 11, United States Code specified in this petition.

SIGNATURES

ATTORNEY


Signature _____ Date 10/20/97

INDIVIDUAL JOINT DEBTOR(S)

I declare under penalty of perjury that the information
provided in this petition is true and correct.

Signature of Debtor

Date

Signature of Joint Debtor

Date

CORPORATE OR PARTNERSHIP DEBTOR

I declare under penalty of perjury that the information
provided in this petition is true and correct and that the
filing of this petition on behalf of the debtor has been
authorized.


Signature of Authorized Individual

Roger Linquist

Print or Type Name of Authorized Individual

President and CEO

Title of Individual Authorized by Debtor to File this Petition

10/20/97
Date

EXHIBIT "A" (To be completed if debtor is a corporation, requesting relief under Chapter 11.)
() Exhibit "A" is attached and made a part of this petition.

TO BE COMPLETED BY INDIVIDUAL CHAPTER 7 DEBTOR WITH PRIMARILY CONSUMER DEBTS (See P.L. 98-353 § 322)

I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under such chapter, and choose to proceed under chapter 7 of such title.
If I am represented by an attorney, Exhibit B has been completed.

Signature of Debtor _____ Date _____

Signature of Joint Debtor _____ Date _____

EXHIBIT "B" (To be completed by attorney for individual chapter 7 debtor(s) with primarily consumer debts.)

I, the attorney for the debtor(s) named in the foregoing petition, declare that I have informed the debtor(s) that (he, she or they) may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under such chapter.

Signature of Attorney _____ Date _____

EXHIBIT "A"

[If debtor is a corporation filing under chapter 11 of the Code, this Exhibit "A" shall be completed and attached to the petition.]

[CAPTION]

EXHIBIT "A" TO VOLUNTARY PETITION

1. Debtor's employer identification number is 75-2695080.
2. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is N/A.
3. The following financial data is the latest available information and refers to debtor's condition on September 30, 1997.

a. Total assets		\$ Unknown
b. Total liabilities		\$ 60,105,468.81
	Approximate number of holders	
Fixed, liquidated secured debt	_____	\$ _____
Contingent secured debt	_____	\$ _____
Disputed secured claims	1	\$ 5,593,238.81
Unliquidated secured debt	_____	\$ _____
	Approximate number of holders	
Fixed, liquidated unsecured debt	15	\$ 595,741.00 +
Contingent unsecured debt	_____	\$ _____
Disputed unsecured claims	7	\$ 53,916,489.00
Unliquidated unsecured debt	_____	\$ _____
Number of shares of preferred stock	N/A	
Number of shares of common stock	100	

Comments, if any:

4. Brief description of debtor's business: Wireless Communications

Exhibit "A" Cont'd.

5. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 20% or more of the voting securities of debtor:

GW PCS Georgia, Inc.

6. List the names of all corporations 20% or more of the outstanding voting securities of which are directly or indirectly owned, controlled, or held, with power to vote, by debtor:

None

Affiliated Companies

GWl PCS 1, Inc.

GWl PCS 2, Inc.

GWl PCS 3, Inc

GWl PCS 4, Inc.

GWl PCS 5, Inc.

GWl PCS 6, Inc.

GWl PCS 7, Inc.

GWl PCS 8, Inc.

GWl PCS 9, Inc.

GWl PCS 10, Inc

GWl PCS 11, Inc.

GWl PCS 12, Inc.

GWl PCS 13, Inc.

GWl PCS 14, Inc.

**RESOLUTIONS OF THE BOARD OF
DIRECTORS OF GWI PCS 7, INC.**

The Board of Directors of the Corporation at a meeting duly called and held on the 17th day of October, 1997, made the following resolutions which were adopted after full discussion by the Board of Directors on the matters to which the resolution applies:

“RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of this Corporation, its creditors, stockholders and other interested parties, that a restructuring be pursued and that in the event the President deems it appropriate to further the Corporation’s restructuring, it is authorized that a petition be filed by this Corporation seeking relief under the provisions of Chapter 11, title 11 of the United States Code (the “Bankruptcy Code”); and it is

FURTHER RESOLVED, that the President, any Vice President and the Treasurer of the Corporation (the “Corporation’s officers”), are hereby severally authorized and directed, on behalf of and in the name of the Corporation, to execute and verify such petition and all other documents associated therewith and cause the same to be filed, and to take such other action as is appropriate or necessary to seek relief under Chapter 11 of the Bankruptcy Code, and that the execution and verification of the petition is hereby ratified and adopted; and it is

FURTHER RESOLVED, that the Corporation’s officers be, and each hereby is, authorized and empowered in the name and on behalf of the Corporation to retain and employ all assistance by legal counsel and other experts, including, but not limited to, Andrews & Kurth, L.L.P. as the Corporation’s officers deem necessary and proper to secure for the benefit of the Corporation any and all relief to which it may be entitled under Chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the President, and any other officer of the Corporation be, and they are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further documents, petitions or instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions.”

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Roger D. Linquist
Chairman of the Board